



YKGI HOLDINGS BERHAD

Reg. no. 1977 0100 1682 (032939-U)
(Incorporated in Malaysia)

Board Charter

Approved by the Board of Directors

12 May 2023

YKGI Board Charter

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A. BOARD RESPONSIBILITIES

A1.1 The Board of Directors (“Board”) is responsible for the proper stewardship and oversight 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.

A1.2 A Director’s responsibilities include, *inter alia*:

1. To act honestly and in good faith for the best interests of the company and its shareholder. In particular, to be aware of the Group’s operating environment and promote safety and soundness of the Group.
2. To be diligent in undertaking his/her duties and avoid conflict of interest situation.
3. To understand his/her oversight role and exercise independent judgment in decision-making.
4. To devote adequate time and attention to discharge his/her duties and responsibilities effectively. In respect of Board meetings, each director must fulfill more than 50% attendance.
5. To contribute actively to the functions of the Board and be able to provide sound and objective advice, based on the directors’ experience and specific expertise they bring to the Board.

A1.3 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 goals and directions in line with the Group’s vision, mission and business objectives which supports long term value creation and Group’s sustainability.
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. Approving Whistleblowing Policy (**Appendix F**), Corporate Disclosure Policy (**Appendix G**) and Anti-Bribery and Corruption Policy (**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.

A1.4 The matters listed in the **Appendix A** are reserved for the collective decision of the Board.

B. BOARD MEMBERSHIP

Composition

- B1.1 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.
- B1.2 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.
- B1.3 If the board intends to retain the independent director beyond nine years, the board should provide justification and seek annual shareholders' approval through a two-tier voting process. (MCCG p31)
- B1.4 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.
- B1.5 In accordance with the Malaysian Code on Corporate Governance as at 28 April 2021 ("MCCG"), 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.

- B1.6 On Boardroom Diversity, the Board is supportive of the gender Boardroom Diversity recommended by MCCG. 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.
- B1.7 The Board shall be responsible for recommending its members for election by the shareholders.
- B1.8 The Directors are encouraged to attend training programmes to continuously update their knowledge and enhance their skills through appropriate continuing education programmes to enable Directors to effectively discharge their duties and sustain active participation in Board deliberations. The Board will assess the training needs of the Directors from time to time in relation to new developments pertaining to laws and regulations and changing commercial risks which may affect the board and/or the company.
- B1.9 The directorships held by the Board member at any one time shall not exceed five (5) in listed companies.

Role of Chairman

- B2.1 The primary role of the Chairman is to lead the Board and is responsible for ensuring the integrity and effectiveness of the governance processes of the Board. The Chairman will consult with the Board promptly over any matter that gives him cause for major concern and represents the Board to the Shareholders. There is a clear division of duties of responsibilities between the Chairman and the GMD / GCEO. The Chairman of the Board is a Non-Executive Independent Director.
- B2.2 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.



B2.3 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.

B2.4 The key roles and accountabilities of the Chairman include:

1. Supervising the smooth functioning of the Board and governance structure to inculcate positive culture in the Board and 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.
9. Arranging regular evaluation of the performance of the Board, its Committees and individual Directors.
10. Developing an effective process for Board succession.
11. Developing the agenda for Board meetings, in consultation with GMD / GCEO and Company Secretary, and ensures that all relevant issues are on the agenda.

New Board Member

B3.1 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. Constitution of the Company



- 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.

B3.2 The Directors' Code of Ethics is as set out in **Appendix B**.

Shareholdings by Board Members in the Company

B4.1 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 Constitution of the Company, the Directors' Code of Ethics and all relevant legislative and regulatory requirements.

C. BOARD STRUCTURE AND PROCEDURES

Board Committees

C1.1 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.

C1.2 There shall be established the following committees:

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

C1.3 The respective committees' Terms of Reference are set out in the **Appendices C, D and E**.



Board Meetings

C2.1 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 and Risk Committee and other Board Committees ;
- 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;
- Reports on Related Party Transactions and Recurrent Related Party Transactions;
- 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.

C2.2

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 deem appropriate, declare or recommend the payment of dividends;
- Review/approve the reports and recommendations from the Audit and Risk Committee;
- Review/approve the reports and recommendations from the Nomination Committee.
- Review/approve the reports and recommendations from the Remuneration Committee.

Access to Independent Professional Advice

C3.1 In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.



The Company Secretary

- C4.1 The Company Secretary shall be accountable to the Board. The appointment or removal of Company Secretary or Secretaries of the Board shall be the prerogative of the Board.
- C4.2 The Company Secretary functions as a central source of information and advice to the Board and its Committees. He/she 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

Access to Management and Information

- D1.1 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.
- D1.2 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 or Chief Executive Officer ("GMD//CEO").

Position of GMD//CEO

- D2.1 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.

Accountability of GMD//CEO

- D3.1 The GMD//CEO is accountable to the Board for the achievement of the Company's goals and for the observance of the management authorities.
- D3.2 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.



D3.3 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 to deliver corporate objectives and KPIs;
- 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.

Management Authorities

D4.1 The GMD//CEO is expected to act within all specific authorities delegated to him by the Board.

D4.2 The assets of the Group are expected to be adequately maintained and protected, and not unnecessarily placed at risk.

D4.3 The GMD//CEO may establish Committees from time to time. Such Committees if established shall have clear Terms of Reference.

Leadership Development

D5.1 There shall be a periodic report by the GMD//CEO to the Nomination Committee and/or Board on succession planning.



E. REMUNERATION OF DIRECTORS

- E1.1 The Board will determine the level of remuneration of Board Members, taking into consideration the recommendations of the Remuneration Committee.
- E1.2 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

- F1.1 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.
- F1.2 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.
- F1.3 The performance of the Group Managing Director is assessed based on the KPIs approved by the Board.

G. THE BOARD AND STAKEHOLDERS, PRESS AND OTHERS

- G1.1 The Board will use its best endeavor to familiarize itself with issues of concern to Shareholders.
- G1.2 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.
2. Appointment and removal of Company Secretaries.
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.
3. Approval of the Annual Directors' Report and Statutory Accounts.
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 and Risk Committee which will in turn report to the Board on its findings.
7. Approval of external and internal audit plans.

Governance

1. Conflict of interest issues
2. Anti-bribery and corruption issues

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 Constitution 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.
6. Issue of any debt instruments.
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.

= END =



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.
5. Board Members abide by the YKGI Anti Bribery And Corruption Policy (“ABC” Policy) approved and adopted by the Board on 22 Nov 2019.

= END =



APPENDIX C

Terms of Reference YKGI Audit and Risk Committee (cf. BMLR 010922 & MCCG 280421)

The Audit Committee (“AC”) of YKGI Holdings Berhad (“YKGI”) was established on 25th April 1997. The Board Risk Committee (“RC”) was adsorbed by AC on 1st July 2019. AC was thence known as Audit and Risk Committee (“ARC”).

MEMBERSHIP OF THE AUDIT AND RISK COMMITTEE

- 1.1 The Audit and Risk Committee (“ARC”) shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members, comprising solely of Directors independent of management and executive functions (“Independent Director”). The ARC shall include at least one Director who is a member of the Malaysian Institute of Accountants (MIA). The Chairman of the ARC shall be elected among the members of the ARC. Para 15.09
Para 15.10
(BMLR,
Part C)
- 1.2 All ARC members should be financially literate, competent and are able to understand matters under the purview of the Audit Committee including the financial reporting process. (MCCG
p47)
- 1.3 The ARC has no authority to act on behalf of the Board but shall have authority to examine all the issues at hand and play a key role in the Company’s governance structure. ARC 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. Para 15.11
(BMLR)
(MCCG
p45)

PROCEDURE OF AUDIT AND RISK COMMITTEE

- 2.1 The ARC shall meet at least four (4) times a year. A simple majority presents will constitute a Quorum for a meeting of the ARC. Other Directors and employees may attend any particular meeting only at the invitation of the ARC. Upon the request of the External Auditor, the Chairman of the ARC shall convene a meeting to consider any matter the External Auditor believes should be brought to the attention of the Directors or shareholders. Para 15.13
(BMLR, C)
- 2.2 The Secretary to the ARC 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. Para 15.14
(BMLR, C)



FUNCTIONS AND DUTIES OF THE AUDIT AND RISK COMMITTEE

- 3.1 The functions of the ARC 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 ARC shall, among others, perform the followings duties: - Para 15.12 (BMLR, C)
- 3.2 To review the following and report the same to the Board of Directors: -
- (a) The External 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.
- 3.3 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. Para 15.12 (BMLR, C)
- 3.4 To review the quarterly announcements to the Bursa Malaysia Securities Berhad before submission to the Board.
- 3.5 To ensure co-ordination of external audit with internal audit.



- 3.6 To ensure that the ARC Report be prepared and published together with the Annual Report of the Company, stating among others: - Para 15.15
(BMLR, C)
- (a) The composition of ARC, with name, designation and directorship of the members.
 - (b) The terms of reference.
 - (c) Number of ARC meetings held during the financial year and details of attendance of each member.
 - (d) Summary of the activities of ARC to discharge its functions and duties for the financial year.
 - (e) Summary of the activities of the Internal Audit Function to discharge its functions and duties.
- 3.7 To review any appraisal or assessment of the performance of members of the internal audit function.
- 3.8 Approve any appointment or termination of senior staff members of the internal audit function.
- 3.9 Take cognizance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resigning.
- 3.10 Review the auditor's evaluation of the systems of internal controls.
- 3.11 To assess the suitability and independent of external auditors.
- 3.12 To ensure financial statements comply with applicable financial reporting standards.
- 3.13 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. Part G,
Para 8.17
(2) BMLR
- 3.14 To ensure there is an effective Risk Management Framework or Program in place, which is aligned with YKGI Group of Companies' overall business objectives, ARC is responsible for :
- (a) To oversee and recommend the risk management policies and procedures of the Group;
 - (b) To review and recommend changes as needed to ensure that the Group has in place at all times a risk management policy which addresses the strategic, operational, financial and compliance risks;
 - (c) To oversee and ensure management implements and maintain a sound risk management framework which identifies, assesses, manages and monitors the Group's business risks;



- (d) To set reporting guidelines for management to report to the committee on the effectiveness of the Group's management of its business risks;
- (e) To review the risk profile of the Group including all our subsidiaries and to evaluate the measures taken to mitigate the business risks as recommended by the Risk Management Committee; and
- (f) To review the adequacy of management response to issues identified in risk registers, ensuring that our risks are managed within the Group's risk appetite.

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

RIGHTS OF THE AUDIT AND RISK COMMITTEE

- 4.1 The Board resolved that wherever necessary and reasonable for the performance of its duties, the ARC shall, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company: - Para 15.17
(BMLR, C)
- (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.

REVIEW OF THE AUDIT AND RISK COMMITTEE

- 5.1 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
(BMLR, C)
- 5.2 The Board of Directors shall review the term of office and performance of the ARC 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 ARC. Para 15.20
(BMLR, C)



REPORTING OF BREACHES TO THE EXCHANGE

- 6.1 Where the ARC 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 ARC shall promptly report such matter to Bursa Malaysia Berhad. Para 15.16
(BMLR, C)

***** END OF TOR *****

(These revised Terms of Reference
were approved by the Board of Directors on **12 May 2023**)



APPENDIX D

Terms of Reference YKGI Nomination Committee (cf. MCG 280421)

MEMBERSHIP OF THE NOMINATION COMMITTEE

- 1.1 The Nomination Committee (“NC”) of YKGI Holdings Bhd (“YKGI”) shall be appointed by the Board from amongst the Non-Executive Directors of the Company and shall consist of at least three (3) members, majority of whom are Independent Directors.
- 1.2 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. NC 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.

PROCEDURE OF NOMINATION COMMITTEE

- 2.1 The Nomination Committee shall meet at least once a year. The Quorum shall be a simple majority of members present for a meeting.
- 2.2 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 NC Chairman and kept by the Secretary.

RESPONSIBILITIES AND DUTIES OF THE NC

- 3.1 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 NC shall, among others, perform the followings duties:-
- 3.2 Ensure composition of the Board is refreshed periodically. The tenure of each director shall be reviewed by the NC and annual re-election of a Director should be contingent on satisfactory evaluation of the Director’s performance and contribution to the Board. (MCCG p30)
- 3.3 Consider candidates for directorships proposed by Major Shareholders and by Senior Management or any Director, bearing in mind Gender Diversity. (MCCG p33)



- 3.4 To ensure that the Annual Report of the Company contain the required disclosure on the Mix of Skills, Experience and other Qualities, including Core Competencies of Non-Executive Directors, and Gender Diversity. (MCCG p33)
- 3.5 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.
- 3.6 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.

REVIEW OF THE NOMINATION COMMITTEE

- 4.1 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.
- 4.2 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 NC.

***** END OF TOR *****

(These revised Terms of Reference
were approved by the Board of Directors on **12 May 2023**)



APPENDIX E

Terms of Reference YKGI Remuneration Committee (cf. MCCG 280421)

MEMBERSHIP OF THE REMUNERATION COMMITTEE

- 1.1 The Remuneration Committee (“RC”) of YKGI Holdings Bhd (“YKGI”) shall be appointed by the Board from amongst the Non-Executive Directors of the Company and shall consist of at least three (3) members, majority of which shall be Independent Directors. (MCCG p42)
- 1.2 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. RC 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.

PROCEDURE OF REMUNERATION COMMITTEE

- 2.1 The Remuneration Committee shall meet at least once a year. The Quorum shall be a simple majority of members present for a meeting.
- 2.2 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 RC Chairman and kept by the Secretary.

RESPONSIBILITIES AND DUTIES OF THE RC

- 3.1 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. Membership of the RC should appear the Directors’ Report.
- 3.2 To implement the Remuneration Policies of YKGI including reviewing and recommending matters relating to the remuneration of the Board and Senior Management. (MCCG p41)
- 3.3 Executive Directors should not be involved in discussions to decide on their own remuneration packages. (MCCG p42)
- 3.4 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 shall abstain from discussion of their own remuneration.



REVIEW OF THE REMUNERATION COMMITTEE

- 4.1 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.
- 4.2 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 RC.

*** END OF TOR ***

(These revised Terms of Reference
were approved by the Board of Directors on [12 May 2023](#))

**APPENDIX F*****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 accept 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 712 Block 7 Demak Laut Industrial Park,
93050 Kuching, Sarawak, Malaysia.

Phone : +6082 433 888

Email : whykayfong@gmail.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 =

**APPENDIX G*****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: +6082 433 888. Fax: +6082 433 889.

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 =



[APPENDIX H](#)

Anti Bribery and Corruption Policy (“ABC”)

1. PREAMBLE AND OBJECTIVE

YKGI Group Anti Bribery and Corruption Policy (“**ABC**” **Policy**) is adopted by the Board of Directors as part of the Group’s top level commitment and stance against Bribery and Corruption to safe guard the integrity of the Group.

YKGI Group is committed to conduct business dealings honestly with integrity and ethic, rejecting practices of corruption and bribery in any form in our operations.

All the directors, officers and employees of the Group must abide by this Policy and Procedures issued in conjunction with this Policy.

2. DEFINITIONS

YKGI means YKGI Holdings Bhd.

YKGI Group or **Group** means YKGI and all its subsidiaries.

ABC Policy or **Policy** means YKGI Anti Bribery and Corruption Policy.

The Act means the Malaysian Anti-Corruption Commission Act 2009. Words and terms defined in the Act when used in this Policy shall bear the same meaning as in the Act.

Director means any Directors sitting on the Board of Directors of YKGI Group.

CFO means Chief Finance Officer.

HOD means Head of Department.

HOU means Head of Unit.

Senior Management means any top Management member who has influence in decision making.

Compliance Officer or **CO** means the officer appointed by Management to oversee the compliance of this Policy.



3. YKGI ANTI BRIBERY AND CORRUPTION POLICY (“ABC” POLICY)

- a) YKGI Group conducts its businesses free from any form of Bribery and Corruption.
- b) ABC Policy covers all the Directors, CFO, Senior Management, Employees and agents (hereafter referred to as YKGI People) of the Group.
- c) ABC Policy applies to all business dealings with the public sector (Government) as well as private sector (Non-Government).
- d) This policy applies to acts committed in and outside Malaysia.
- e) Examples of Bribery and Corruption are anything of value, such as gifts, hospitality, entertainment, kickbacks, commissions, money, services, goods, property, privileges or preferential treatment.

4. GIFTS, DONATIONS, COMMISSIONS, SPONSORSHIPS

YKGI Group prohibits the giving and receiving of gifts, donations and sponsorships that may influence business decisions. Employees are not allowed to receive or solicit gifts, kickbacks, commissions etc. from internal and external parties.

The only form of gift-giving allowed to external parties is Corporate Gift, likewise Corporate Gift from external parties is acceptable as a matter of good will and respect.

With the following exceptions, YKGI Group employees shall not accept gifts or benefits in the form of cash or cash equivalent, including but not limited to coupons, gift certificates, discounts, commissions, promotions or benefits hidden in any other forms. Any gift-giving or event of hospitality is subject to approval according to the Permissible Limit* and must fulfil the following conditions:

- i. They are customary and lawful under the circumstances.
- ii. They promote the business of the Group.
- iii. They do not have any effect on decision making of the recipient.
- iv. The business judgment of the recipient must not be affected by the gift or event.
- v. The giving of the gift and hospitality must be done in an open and transparent manner.

** Permissible Limit: Generally, a gift of value up to RM 300 is allowable. When in doubt the party concerned must consult the Compliance Officer.*



5. RESPONSIBILITIES AND CONDUCTS OF YKGI PEOPLE

5.1 All YKGI People are obliged to observe responsibilities and conducts related to this Policy, which includes but not limited to the following -

- i. Be familiar with the Policy and Procedures, and communicating them downwards.
- ii. Be alert to signs of possible breach of this Policy.
- iii. Be watchful on any suspicious dealings and to immediately consult HOD for guidance on the next course of action.
- iv. Promptly report breaches or suspected violations to the Compliance Officer.
- v. Attend briefing and updates as appropriate to their positions.

5.2 When dealing with external parties, YKGI People shall not -

- i. Prefer certain parties or suppliers without reasonable justifications.
- ii. Apply improper power to obtain benefits from them.
- iii. Attempt to influence their decisions by promising, offering or conferring advantages.
- iv. Directly promise or implied to offer gifts, in cash or in kind, for a specific favour from them.

5.3 For prospective project, procurement or tender exercise, YKGI People shall not -

- i. Give gift or hospitality other than Corporate Gift and/or token hospitality to any external/third party related to the project, procurement or tender exercise.
- ii. Receive gift or hospitality or any kind from any external party participating or expected to participate in the procurement or tender exercise.
- iii. Abuse the decision-making and other delegated powers.
- iv. Bypass normal procurement or tender process and procedure.



v. Be involved in any discussion regarding business or employment opportunities for personal benefit or benefit of others.

5.4 When dealing with external party (such as a Government officers or agents), YKGI People shall not -

i. Abuse the delegated powers given by the senior management in order to illicitly secure an outcome for the advantage for the Company and/or for themselves.

ii. Exert improper influence to obtain personal benefits from them.

iii. Offer, promise or attempt to influence the person's decision by directly or indirectly offer gratifications.

5.5 All HOD, HOU and Managers of YKGI Group shall have the responsibility to ensure that this **ABC Policy** and Procedures pertaining to the Policy are observed, applied and complied with within their Department and Units. They shall monitor compliance with the policy and report promptly any non-compliance with the Policy and Procedures to the CO.

6. CONFLICT OF INTEREST

6.1 In the situation or potential position where Conflict of Interest may arise in any dealing of YKGI Group to the advantage of the employee of the Group, such situations must be declared and reported to the Compliance Officer immediately.

6.2 Where Conflict of Interest involves external parties, YKGI People who is aware of it must report to the Compliance Officer immediately.

7. COMPLIANCE OFFICER

7.1 The Board of Directors shall oversee the implementation and management of this policy through the Compliance Officer and any sub-committee established under it, as necessary.



7.2 The Compliance Officer shall

- a) Ensure that Risks on Bribery and Corruption has been assessed, Control measures put in place, adequate Monitoring and Enforcement procedures are implemented.
- b) See to it that all employees are given proper Training, aware of the Policy and to abide by the Policy and Procedures.
- c) Provide advice and guidance to personnel on any matter related to bribery and corruption.
- d) Receive report from personnel on gifts and hospitality with value beyond the Permissible Limit inadvertently received and make decision on the matter.
- e) To report to the Board of Directors on all matters concerning the ABC Policy and Procedures.

7.3 The Compliance Officer shall be conversant with the relevant laws on corruption. Appropriate resources will be given the CO to effectively carry out the works independently and without interferences.

8. TRAINING AND AWARENESS

- 8.1 YKGI shall conduct awareness program for all its People on the Group's position regarding corruption.
- 8.2 Appropriate training or briefing shall be given to YKGI People according to their position.
- 8.3 Human Resources Department shall maintain records on training and declaration by all YKGI People.
- 8.4 Business associates acting on behalf of the Company (who have been identified as possible significant corruption risk to YKGI Group through the risk assessment) shall be informed of YKGI Group's stance on bribery and corruption through appropriate channels.

9. REPORTING OF BREACH ON POLICY

- 9.1 Breach on the **ABC Policy** shall be reported to the Compliance Officer through written statement.



- 9.2 YKGI People who may encounter actual or suspected breach of this policy are required to report their concerns to the CO as soon as possible.
- 9.3 Report made in good faith shall be addressed in a timely manner.
- 9.4 All reports shall be treated with the strictest confidentiality.
- 9.5 Any person within the Group or any public may report in writing any actual or suspected corrupt dealings directly to the Compliance Officer. The identity of the informer shall be kept secret. Substantiated cases will be investigated and appropriate actions taken

10. CONTINUOUS IMPROVEMENT

- 10.1 YKGI is committed to uphold our Anti-Bribery and Anti-Corruption stance.
- 10.2 YKGI shall reveal the **ABC Policy** as necessary and keep it appropriate to the businesses of YKGI Group.
- 10.3 YKGI reserves the rights to amend the terms of the Policy and Procedures as it deems fit through a resolution by the Board of Directors of the Ultimate Holding Company YKGI Holdings Bhd.

11. DECLARATION BY YKGI PEOPLE

- 11.1 All YKGI People shall declare in writing that they have read, understood and will abide by this policy. The original signed declaration by individual employee shall be retained by the Human Resources Department.
- 11.2 The Compliance Officer is endowed with the power to request information regarding an employee's assets in the event that the person is implicated in a bribery and corruption related allegation or happening.

= END =



[APPENDIX I](#)

Directors' Fit And Proper Policy

1.0 INTRODUCTION

YKGI Holdings Berhad (“**YKGI**” or “**Company**”) is committed in meeting its obligation under Directors’ Fit and Proper criteria of the Main Market Listing Requirements.

Individuals appointed as Directors of YKGI or its Subsidiaries (“**Directors**”) are required to possess the competence, character, diligence, honesty, integrity and judgement to perform properly the duties of that position, in tandem with good corporate governance practices. Accordingly, only individuals meeting the criteria of this Policy are considered for appointment as Directors.

The Directors’ Fit and Proper Policy (“**Policy**”) is to set out the Company’s approach to the assessment of the fitness and propriety of persons who hold, or who are to be appointed or elected to, as a Director of YKGI Group of companies.

2.0 DEFINITION

A Director is an individual elected or to be appointed as a member of the Board of Directors of YKGI or any of its Subsidiary companies.

This Policy is extended to cover key responsible persons holding the position of Chief Executive Officer (CEO), Chief Operation Officer (COO), Chief Financial Officer (CFO) and Director of Finance (DOF) in managing YKGI Group of Companies.

3.0 RESPONSIBILITY

3.1 The Board’s Commitment and Responsibility

In the application of this Policy, Board of Directors and the Nomination Committee are primarily responsible for ensuring that all Directors fulfil Fit and Proper Requirements; and for conducting assessments of the Fitness and Propriety of Directors of subsidiary companies.

3.2 Nomination Committee’s Responsibility

The Nomination Committee (“**NC**”) is responsible for the assessment of existing Directors or candidates for nomination or appointment as a Director, and making recommendations to the Board on these matters.



3.3 Legal, Secretarial and Compliance Responsibility

The Company Secretary is responsible for applying this Policy. The Company Secretary is responsible for:

- a) Ensuring that appropriate Fit and Proper assessments are carried out for each individual;
- b) Providing information to the NC on matters concerning the procedure for Fit and Proper assessments; and
- c) Ensuring that the Company takes all reasonable steps to protect the information and documents collected for Fit and Proper assessments from misuse, unauthorized access, modifications or disclosure.

4.0 REQUIRED NOTIFICATION

The Company Secretary keeps and maintains a current list of all Directors, in addition to details of the competencies and training required for each Director. The NC must approve the list of Directors maintained by the Company Secretary, and any changes to that list.

As soon as possible after a person is nominated or proposed for election or appointment to a Director, the Company will make available to that person a copy of this Policy the details of the competencies and training required for the relevant Director. This Policy will also form part of the induction process for all Directors.

The Company will also take reasonable steps to ensure that each Director is aware of, and fully understands this Policy, and receives a copy of the Policy before any assessment of their suitability to be appointed as a Director is conducted.

5.0 FIT AND PROPER CRITERIA

For the purpose of establishing whether a person is Fit and Proper to hold the position of Director, the Company shall have regard to the person's:

- (i) **Probity, personal integrity and reputation** - person must have the personal qualities such as Integrity, Honesty, Impartiality and Independence of Mind.
- (ii) **Competence and capability** - person must have the necessary Ability, Experience, Skills and Commitment to carry out the role.
- (iii) **Financial integrity** - person must manage his/her personal financial affairs prudently.

The assessment of the above criteria shall have regard to the considerations set out below in paragraph 5.1 to 5.3 of this Policy.



5.1 Probity, Personal Integrity and Reputation

In assessing a person's level of probity, integrity and reputation to hold a position of a Director, the NC of YKGI should consider matters including, but not limited to the following:

- (i) whether the person is or has been the subject of any proceedings of a disciplinary or criminal nature, or has been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
- (ii) whether the person has contravened any provision made by or under any written law designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;
- (iii) whether the person has contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
- (iv) whether the person has been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct;
- (v) whether the person has held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while the person was connected with that business;
- (vi) whether the person has been a director of, or directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the licence of which has been revoked under any written law;
- (vii) whether, in the past, the person has acted dishonestly in his/her dealings with his/her customers, employer, auditors and regulatory authorities;
- (viii) whether the person is in a position which could materially pose a conflict of interest or interfere with the exercise of his/her judgement when acting in the capacity as a Director which would be disadvantageous to YKGI or YKGI's interest.

5.2 Competence and Capability

Competence and capability are demonstrated by a person who possesses the relevant competence, experience and ability to understand the technical requirements of the business, the inherent risks and the management process required to perform his/her role as a key responsible person in the relevant capacity effectively.

In assessing a person's competence and capability, the NC should consider matters including, but not limited to the following:



- (i) whether the person has the appropriate qualification, training, skills, practical experience and commitment to effectively fulfil the role and responsibilities of Director, having regard to their other commitments; and
- (ii) whether the person has satisfactory past performance or expertise in the nature of the business being conducted.

In this regard, examples of competence and capabilities are as follows:
Asset Management, Finance/Accounting, Marketing, Legal, Risk Management, ICT, Human Resource and other relevant function/expertise.

5.3 Financial Integrity

Financial integrity is demonstrated by a person who manages his/her own financial affairs properly and prudently.

In assessing a person's financial integrity, NC must consider all relevant factors, including but not limited to the following:

- (i) whether the person has been and will be able to fulfil his/her financial obligations, whether in Malaysia or elsewhere, as and when they fall due; and
- (ii) whether the person has been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere.

The fact that a person may be of limited financial means does not in itself, affect the person's ability to satisfy the financial integrity criteria.

6.0 DECLARATION

Sample as per Appendix a.

7.0 AMENDMENTS

Subject to the approval of the Board of Directors, this Policy may be amended as part of our continuous improvement process.

= END =



Appendix a

**DIRECTORS’ FIT AND PROPER POLICY
DECLARATION BY DIRECTOR OF YKGI GROUP**

I, _____ NRIC / Passport No: _____
residing at _____
do hereby solemnly affirm and declare that:

1. I am not an undischarged bankrupt, I do not have any suspended payments and I have not compounded with my creditors, whether within or outside Malaysia. To my knowledge, there is no bankruptcy proceeding being initiated against me at present;
2. I do not have any charge proven against me for a criminal offence relating to dishonesty or fraud under any written law or the law of any country, territory or place outside Malaysia;
3. I am not prohibited from being a director of a company or in any way, whether directly or indirectly, be concerned or take part in the management of a company in Malaysia pursuant to a court order made under section 198(1) of the Companies Act 2016; and
4. No penalty and no reprimand has been imposed or issued against me by any supervisory authority in or outside Malaysia.

I am in compliance with the **Fit and Proper Criteria** as stipulated in this policy.

I understand that in my tenure as a **Director** (or **CEO**, or **COO**, or **CFO**, or **DOF**) of **YKGI Group**, I shall avoid activities or practices that would result in conflict of interest. In the event of unavoidable situation, I shall disclose and declare any conflict of interest or deemed interests and accept the consideration and decision of the Board of Directors.

I confirm that the facts and information stated in this document are true.

Signed by DIRECTOR /CEO /COO /CFO /DOF

Signature : _____
Name : _____
Designation : _____
Company Name : _____
Date : _____

Signature of Witness : _____
Name : _____
NRIC No. _____
Profession : _____
Date : _____



APPENDIX J

Gender Diversity Policy

1. Introduction

YKGI Group recognizes the benefits of gender diversity to the Group and is committed to achieving this. The Malaysian Code on Corporate Governance (“MCCG”) recommends that the Board should establish a policy formalizing its approach to boardroom diversity. To the extent practicable, the Group will address the recommendations set out by the MCCG.

The Board is pleased to set out its approach to boardroom diversity in this Policy.

2. Objective

Diversity encompasses various areas such as gender, age, ethnicity, cultural background, skills and expertise. This Gender Diversity Policy provides a framework for the Group to achieve improved employment and career development opportunities for women.

The Company recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at the Board level as an essential element in forming effective strategies of the Company and the Group, in enhancing sustainable growth and development and in promoting better corporate governance.

A well-diversified Board will inculcate and make good use of differences in the skills, regional and industry experience, background, gender, and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible, it should be balanced appropriately. All Board member appointments are made on a merit basis, in the context of the skills and experience the Board as a whole requires to be effective.



3. **Responsibilities**

The Board is committed to workplace diversity, with a particular focus on supporting the representation of women in the composition of Board of the Company. The Board through the Nomination Committee (“NC”) will review and assess the Board composition and recommends the appointment of new Directors. In reviewing the Board’s composition, the NC will consider the benefits of all diversity aspects, to maintain an appropriate range and balance of skills, experience, and background on the Board. In identifying suitable candidates for appointment to the Board, the NC will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board. As part of the annual performance evaluation of the effectiveness of the Board, Board Committees, and individual Directors, the NC will consider the balance of skills, experience, independence, and knowledge on the Board and the diverse representation of the Board.

The Board, assisted by management, is responsible for developing strategies to meet the objectives of this Policy, and monitoring the progress of achieving the objectives through the monitoring, evaluation and reporting mechanisms as listed in sections 4 and 5. The broad strategies adopted are (a) recruiting from a diverse pool of female candidates; (b) reviewing succession plans to ensure an appropriate focus on gender diversity; (c) identifying specific factors to take into account in the recruitment and selection processes to encourage gender diversity; (d) any other strategies the Board develops from time to time.

4. **Evaluation**

The Board, through NC, will monitor the scope and applicability of this policy, from time to time.

5. **Reporting**

In accordance with the Listing Requirements of Bursa Malaysia Securities Berhad on the disclosure of Corporate Governance Statements based on the MCCG 2021 in the Annual Reports, the Company will disclose in the Annual Report, the proportion of woman participation at the Board and Senior Management level. The board discloses in its annual report the company’s policy on gender diversity for the Board and Senior Management.

This Gender Diversity Policy has been reviewed and approved by the Board on 7 November 2022.

= END =