



BOARD CHARTER

(29 October 2015)

CYCLE & CARRIAGE BINTANG BERHAD



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BOARD CHARTER

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CHRONOLOGY OF CHANGES TO THE BOARD CHARTER OF CCB

No. Historical Records

1. The first Board Charter was adopted by the Board at its Board of Directors' Meeting ("BODM") for 2001 held in November 2001.
2. The Board had at its BODM for 2008 held in October 2008 adopted the revised Second Edition Board Charter.
3. Following the release of the MCCG 2012 by Securities Commission on 29 March 2012, the Board had at its Fourth BODM for 2012 held on 30 October 2012 adopted the revised Third Edition Board Charter.
4. In view of the Board Charter is required to be reviewed by the Board at least once in every three years, the Board had at its Fourth BODM for 2015 held on 29 October 2015 adopted the revised Fourth Edition Board Charter.



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I. BOARD RESPONSIBILITIES

The Board of Directors (“Board”) representing the shareholders are empowered to ensure the proper management of the entity, including optimising long-term financial returns. The Board is responsible for ensuring that the Company and its subsidiaries (“Group”) are managed to achieve this result. This is an active, not a passive, responsibility. The Board must ensure that in good times, as well as difficult ones, management is capable of executing its responsibilities.

In addition to fulfilling its obligations for increased shareholder value, the Board has responsibility to the Group’s customers, employees, suppliers and to the environment, governance and communities where it operates, all of whom are fundamental to a successful business¹. All of these responsibilities, however, are founded upon the successful continuation of the business.

The duties, powers and functions of the Board are governed by the Articles of Association of the Company, the Companies Act 1965, regulatory guidelines and requirements that are in force.

Having regard to the responsibilities and obligations, the Board will direct and supervise the management of the business and affairs of the Group including²:

1. Ensuring that the Group’s goals are clearly established and that a strategic plan, which promotes sustainability³, is in place to achieve them;
2. Establishing policies for strengthening the performance of the Group including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
3. Adopting performance measures to monitor implementation and performance of the strategy, policies, plans, legal and fiduciary obligations that affect the business;
4. Overseeing the conduct of the Group’s business to evaluate whether the business is being properly managed. This includes ensuring the solvency of the Group and the ability of the Group to meet its contractual obligations and to safeguard its assets;

¹ P1, R1.4 – The board should ensure that the company’s strategies promote sustainability.

² P1, R1.2 – The board should establish clear roles and responsibilities in discharging its fiduciary and leadership functions.

³ P1, R1.4 – The board should ensure that the company’s strategies promote sustainability.



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5. Appointing the Chief Executive Officer, including setting the relevant terms and objectives and where necessary, terminating his / her employment with the Group;
6. Ensuring that the Group has appropriate business risk management⁴ process, including adequate control environment be it the internal control systems and management information systems, systems for compliance with applicable laws, regulations, rules, directives and guidelines and controls in areas of significant financial and business risks;
7. Appointing Board Committees to address specific issues, considering recommendations of the various Board Committees and discussing problems and reservations arising from these Committees' deliberations and reports;
8. Ensuring that the statutory accounts of the Company and Group are fairly stated and otherwise conform with the relevant regulations including acceptable accounting policies that result in balanced and understandable financial statements;
9. Ensuring that there is in place an appropriate succession plan for members of the Board and senior management;
10. Ensuring that the Group adheres to high standards of ethics and corporate behaviour in accordance with the Group's code of corporate conduct including transparency in the conduct of business. Directors are required to comply with the Directors' Code of Best Practice which amongst others includes the declaration of any personal, professional or business interests, direct or indirect which may conflict with Directors responsibilities as a Board Member and to refrain from voting on such transaction with the Group⁵;
11. Reviewing the Board Charter at least once in every three years and making it available publicly on the Company's website⁶;
12. Ensuring that there is in place an appropriate corporate disclosure policy and procedure⁷, which leverage on information technology for effective

⁴ P6, R6.1 – The board should establish a sound framework to manage risk.

⁵ P1, R1.3 – The board should formalise ethical standards through a code of conduct and ensure its compliance.

⁶ P1, R1.7 – The board should formalise, periodically review and make public its board charter.

⁷ P7, R7.1 – The board should ensure the company has appropriate corporate disclosure policies and procedures.



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dissemination of information⁸, to ensure comprehensive, accurate and timely disclosures; and

13. Ensuring that there is in place an appropriate investor relations and communications policy which encourages shareholders' participation at general meetings⁹ and promotes effective communication and proactive engagements with shareholders¹⁰.

Directors should consult the Chairman and the Company Secretary, as required for any clarifications on their responsibilities and duties and any dealings from which potential conflict of interest situation may arise.

Directors must at all times be aware of their additional role as ambassadors of the Group and as such should be guided accordingly.

A Schedule of Matters reserved for collective decision of the Board is provided in Appendix A.

⁸ P7, R7.2 – The board should encourage the company to leverage on information technology for effective dissemination of information.

⁹ P8, R8.1 – The board should take reasonable steps to encourage shareholder participation at general meetings.

¹⁰P8, R8.3 – the board should promote effective communication and proactive engagement with shareholders.



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II. BOARD MEMBERSHIP GUIDELINES

1. Size of the Board

The maximum number of Directors is stipulated in the Articles of Association. Generally, the size of the Board will be such that the common purpose, involvement, participation, harmony and sense of responsibility of the Board Members will not be jeopardised. It must be large enough to ensure a range of knowledge, views and experience and should be a size that encourages effectiveness.

2. Composition

The composition of the Board will reflect the duties and responsibilities it is to discharge and perform as representatives of the interests of shareholders. The composition of the Board shall reflect as much as possible or practicable, proportional representation of investments in the Company.

At least two Directors or one third of the Board, whichever is higher, shall be Independent Directors. If the number of Directors is not a multiple of three, then the number nearest one third shall be used. The definition of independent director follows that of Paragraph 1.01 of the Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements (“Listing Requirements”).

The Nomination Committee is responsible for overseeing the selection and reviewing, on an annual basis, the appropriate skills, experience and characteristics required of Board Members, in the context of the needs of the Group with reference to its Business.

Upon receipt of the recommendation from the Nomination Committee and/or shareholders of the Company, the Board itself should be responsible for selecting its members pursuant to Article 103 of the Articles of Association of the Company and/or in recommending them for election by the shareholders in accordance with the Companies Act 1965 (“CA 65”). The Board delegates the screening and evaluation process for potential new Directors and Directors to be nominated for re-election to the Nomination Committee. In addition, the Chairman of the Board is required to actively participate in the selection of Board Members. A formal invitation to join the Company as a Board Member would be extended by the Chairman after approval from the Board.



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In the event of an Executive Director's service contract with the Group terminates for whatever reason, the said Director is expected to resign from the Board, although the Board may, if it considers it appropriate, and subject to shareholders' approval where necessary, re-appoint the said Director as a non-executive member of the Board.

The Articles of Association provides for one third of the Board to retire at each annual general meeting and a retiring director shall be eligible for re-election.

3. External Board Appointments

Any Board Member is, while holding office, at liberty to accept other board appointments (outside the Group) so long as the appointment is not in conflict with the business of the Company and Group and does not detrimentally affect the Director's performance as a Board Member. All such appointments must first be discussed with the Chairman before being accepted. The notification should include an indication of time that will be spent on the new appointment.

4. Board Leadership

The Board shall appoint a Chairman and if necessary, a Deputy Chairman from amongst its non-executive members¹¹ as provided in the Articles of Association. The Deputy Chairman shall perform the duty of the Chairman during the Chairman's absence. The MCCG 2012 recommends that the Board must comprise a majority of independent Directors where the Chairman of the Board is not an Independent Director¹².

The role of the Chairman of the Board and the Chief Executive Officer shall be separated¹³. The position description of the Chairman and the Chief Executive Officer and Non-Executive Directors are provided in Appendices B, C and D respectively.

The Chairman is responsible for representing the Board to shareholders. The Chairman is responsible for ensuring the integrity and effectiveness of the governance process of the Board and maintaining regular dialogue with the Chief Executive Officer over all operational matters and will consult with the Board promptly over any matter that gives him / her cause for major concern.

¹¹ P3, R3.4 – The positions of chairman and CEO should be held by different individuals, and the chairman must be a non-executive member of the board.

¹² P3, R3.5 – The board must comprise a majority of independent directors where the chairman of the board is not an independent director.

¹³ P3, R3.4 – The positions of chairman and CEO should be held by different individuals, and the chairman must be a non-executive member of the board.



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

The Board shall also appoint amongst its members a Senior Independent Non-Executive Director to be called Senior 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 Director.

5. Induction of New Board Members

The Chairman should ensure that all Board Members, when taking up office, are fully briefed on the terms of their appointment, duties and responsibilities. New Board Members will also be briefed on the operations of the Group to increase their understanding of the business and the environment and markets in which the Group operates. The new Board Member will be given a copy of the following:

- i. Board Charter;
- ii. Directors' Code of Best Practice (Appendix E);
- iii. Board Committees' composition and terms of reference (Appendices F – H);
- iv. Latest business plan;
- v. Latest annual reports and Audited Financial Statements;
- vi. Organisation chart and particulars on senior management;
- vii. Business operation structure; and
- viii. Minutes of past three Board of Directors' meetings,

and will meet with key management.

Board Members are expected to keep themselves abreast of changes and trends in the business and in the Group's business environment and markets and changes and trends in the economic, political, social, legal and regulatory climate that could affect the business of the Group.



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6. 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 Chapter 14 of the Listing Requirements, the provisions of CA 65 and the Articles of Association, the Director's Code of Best Practice and all relevant legislative and regulatory procedures. Board Members are also required to strictly observe the securities dealing rules which is adopted by Jardine Matheson Holdings Limited and its subsidiaries and associated companies from time to time.

III. BOARD AND MEMBER EVALUATIONS

The Chairman keeps under review, informally, the contributions made by Board Members. A broad interpretation of contribution is applied, which can be in terms of contribution to meetings of the Board, Committee meetings, representing the Company or Group in public events, developing policies etc. The Nomination Committee is given the task to review annually the membership and effectiveness of the Board and the performance, contribution and independence of individual Board Members to ensure that the Board's size, structure and composition meets the needs of the Company.

The Nomination Committee is required to report annually to the Board an assessment of the Board's and its committees' performance. This will be discussed with the full Board. This shall be done following the end of each financial year (or such other time as deemed appropriate).

Every year, the Nomination Committee will evaluate each individual Director's contributions to the effectiveness of the Board and the relevant Board Committees. The Independent Directors as defined under Paragraph 1.01 of the Listing Requirements are also required to declare their independence on an annual basis. The results of such evaluation will be discussed with the Committee and/or the Chairman. The Chairman's own position is discussed with the Deputy Chairman and the Nomination Committee.

IV. DIRECTORS' REMUNERATION

The Board will determine the level of remuneration of Board Members, taking into consideration the recommendations of the Remuneration Committee for executive Board Members and/or the Chief Executive Officer.



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Non-executive Board Members will be paid a basic fee as ordinary remuneration and will be paid a sum based on their responsibilities in Committees and the Board, their attendance and/or special skills and expertise they bring to the Board. The fee shall be fixed in sum and not by a commission on or percentage of profits or turnover.

Executive Board Members will receive no fees but will be paid as employees of the Company in accordance with their contracts of employment with the Company. The Remuneration package for executive Board Members shall be reviewed by the Remuneration Committee and may not include a commission on or percentage of turnover.



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V. BOARD STRUCTURES AND PROCEDURES

1. Board Committees

The Board may delegate responsibility for specified matters to individual members or committees of the Board. All such committees must be provided with written terms of reference which state clearly the extent and limits of their responsibilities and authority and whether they act on behalf of the Board or report back to the Board.

The present Board Committees are the Audit Committee, the Remuneration Committee and the Nomination Committee. The respective committees' terms of references are set out in the following appendices:

- Audit Committee (Appendix F)
- Remuneration Committee (Appendix G)
- Nomination Committee (Appendix H)

2. Board Meetings

The Chairman should ensure that the Board meets at regular intervals throughout the year. At each scheduled meeting, the Board should consider where applicable:

- an operational report from the Chief Executive Officer covering also the trading results;
- proposals for significant capital expenditure and acquisitions;
- proposals for significant disposal of company assets;
- major issues or opportunities for the Group;
- committee minutes / Board Circular Resolutions for notation;
- changes in directorship and disclosure of interest;
- disclosure of dealings by Directors / principal officers;
- summary of share ownership movement; and
- any other matters requiring its authority.

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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 appropriate, declare or recommend the payment of dividends;
- review non-executive Board Members' remuneration;
- review the reports and recommendations from the Audit Committee and:
 - approve the quarterly announcements and annual audited financial statements for issuance to shareholders and the public;
 - approve the Corporate Governance Statement, Audit Committee Report, Statement on Risk Management and Internal Control, Nomination Committee Statement for inclusion into the annual report;
 - approve the appointment of the Group's external auditors; and
 - approve risk assessment and control policies
- review and endorse recommendations from the Nomination Committee on:
 - the Board composition, structure and succession;
 - the performance of, necessity for and composition of Board Committees; and
 - the Board and individual member's evaluations
- review and endorse reports and recommendations from the Remuneration Committee on:
 - the Chief Executive Officer's performance and remuneration; and
 - the remuneration policies¹⁴ and practices in general.

The Articles of Association of the Company stipulates the procedures for convening board meetings and the size and required attendance for the Board's quorum.

¹⁴ P2, R2.3 – The board should establish formal and transparent remuneration policies and procedures to attract and retain directors.



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Board meeting agendas shall be the responsibility of the Chairman with input from Board Members and the Company Secretary. The Chairman may also ask management to participate in this process.

The agenda for each meeting shall be circulated at least five days before each meeting to the Board Members and all those who are required to attend the meeting. Written materials including information requested by the Board from management and / or external consultants shall be received together with the agenda for the meetings.

Information furnished to the Board should not just be historical or bottom line and financial oriented but information that goes beyond assessing the quantitative performance of the Group and looks at other performance measures such as customer satisfaction, product and service quality, market share, market reaction, environmental performance and so on when dealing with any item on the agenda.

The Chairman shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Board. The minutes of meetings shall accurately record decisions taken and the views of individual Board Members, where appropriate. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. Minutes of each meeting shall also be distributed to all members of the Board.

Board Members are expected to make every effort to attend Board meetings and prepare thoroughly. Members are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table.

Board discussions will be open and constructive, recognising that genuinely held differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions. The Chairman will, nevertheless, seek a consensus in the Board but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary or disclosure is required by law. Subject to legal or regulatory requirements, the Board will decide the manner and timing of the publication of its decisions.

Executive members attend Board meetings to discharge their Board responsibilities. At Board meetings, Board responsibilities supersede all executive responsibilities.

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3. Provision of Business or Professional Services by Board Members

To avoid a conflict of interest (actual or perceived), Board Members should not, generally provide business or professional services of an ongoing nature to the Group.

Notwithstanding the general rule, the Company and/or Group is at liberty to:

- for the purpose of a special assignment, engage the services of any Board Member having special expertise in the particular field; or
- engage the services of a firm or company of which the Board Member is a partner, Director or major shareholder so long as the terms of engagement are competitive, are clearly recorded and all regulatory and legal requirements of the engagement are properly observed.

4. Access to Independent Professional Advice

In discharging Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company¹⁵.

If a Director considers that such advice is necessary, the Director shall first discuss it with the Chairman and, having done so shall be free to proceed. The Director should provide proper notice to the Company Secretary of the intention to seek independent advice and shall provide the names(s) of the professional advisors that he / she intends to contact, together with a brief summary of the subject matter for which professional advice is sought. The Company Secretary shall provide written acknowledgement of acceptance of notification. In the event that one or more Directors seek to appoint one or more advisors, the Chairman should take steps to facilitate discussions to arrive at a consensus.

Fees for the independent professional advice will be payable by the Company but proper approval of the Chairman will be required.

For avoidance of doubt, the above restriction shall not apply to executive Directors acting in the furtherance of their executive responsibilities and within their delegated powers.

For the purposes of this section, independent professional advice shall include advice sought from legal experts, accountants or other professional advisor and consultants. Independent professional advice shall exclude any advice concerning the personal interests of the Directors (such as with respect to their

¹⁵ P1, R1.5 – The board should have procedures to allow its members access to information and advice.



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contracts or disputes with the Group), unless these are matters affecting the Board as a whole.

5. The Company Secretary

The appointment or removal of Company Secretary or Secretaries of the Board shall be the prerogative of the Board as a whole. The Secretary appointed should be suitably qualified and competent in order to support the Board in carrying out its roles and responsibilities¹⁶.

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.

All Board Members, particularly the Chairman, have unrestricted access to the advice and services of the Company Secretary for the purposes of the Board's affairs and the business.

¹⁶ P1, R1.6 – The board should ensure it is supported by a suitably qualified and competent company secretary.



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VI. RELATIONSHIP OF THE BOARD WITH MANAGEMENT

1. Access to Management and Information

Board Members have complete access to the Group's management. Board Members have unrestricted access to the information pertaining to the Company¹⁷ and / or Group including the Company and / or Group's auditors and consultants.

It is assumed that Board Members will use judgement to be sure that this contact is not distracting to the business operation of the Group and that such contact, if in writing, be copied to the Chief Executive Officer and Chairman.

Furthermore, the Board encourages the management to, from time to time, involves managers in Board meetings who:

- can provide additional insight into the items being discussed because of personal involvement in these areas; and / or
- represent managers with future potential that the management believes should be given exposure to the Board.

2. Position of the Chief Executive Officer

The Board will link the Company's governance and management functions through the Chief Executive Officer¹⁸. All Board authority conferred on management is delegated through the Chief Executive Officer so that the authority and accountability of management is considered to be the authority and accountability of the Chief Executive Officer so far as the Board is concerned. The Board shall regularly review the division of responsibilities to ensure that the needs of the Company are consistently met.

The Board, through the Remuneration Committee, will agree with the Chief Executive Officer to achieve specific results directed towards the Company and / or Group goals.

Between Board meetings, the Chairman maintains an informal link between the Board and the Chief Executive Officer, and expects to be kept informed by the Chief Executive Officer of all important matters, and is available to the Chief Executive Officer to provide counsel and advice where appropriate.

¹⁷ P1, R1.5 – The board should have procedures to allow its members access to information and advice.

¹⁸ P1, R1.1 – The board should establish clear functions reserved for the board and those delegated to the management.

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Only decisions of the Board acting as a body are binding on the Chief Executive Officer. Decisions or instructions of individual Board Members, officers or committees are not binding except in those instances where specific authorisation is given by the Board.

3. Accountability of the Chief Executive Officer to the Board

The Chief Executive Officer is accountable to the Board for the achievement of the Company goals and for the observance of the management authorities.

At each normal Board meeting, the Board should expect to receive from or through the Chief Executive Officer:

- the operational and other reports and proposals referred to under the section on Board Meetings and Appendix A: Schedule of Matters Reserved for Collective Decision of the Board; and
- such assurances as the Board considers necessary to confirm that the management authorities are being observed.

4. Management Authorities

The Chief Executive Officer is expected to act within all specific authorities delegated to him / her by the Board.

The Chief Executive Officer is expected to not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics. In allocating the capital and resources of the Company and / or Group, the Chief Executive Officer is expected to adhere to the Company and / or Group goals. He / She is expected to not cause or permit any action without taking into account the health, safety, environmental and political consequences and their effect on long-term shareholder value.

The assets of the Group are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In managing the risks of the Group, the Chief Executive Officer is expected to not cause or permit anyone to substitute their own risk preference for those of the shareholders as a whole.

The Chief Executive Officer is expected to not permit employees and other parties working for the Group to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.



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5. Leadership Development

There should be an annual report by the Chief Executive Officer to the Nomination Committee on succession planning. There should be available, on a continuing basis, the Chief Executive Officer's recommendation as to a successor should he / she be unexpectedly disabled.

There should be an annual report by the Chief Executive Officer on the Company's and / or Group's management development. This report should be given to the Nomination Committee at the same time as the succession planning report noted previously.

VII. RELATIONSHIP BETWEEN THE BOARD AND SHAREHOLDERS, INSTITUTIONAL INVESTORS, PRESS, CUSTOMERS, ETC

The Board will use its best endeavours to familiarise itself with issues of concern to shareholders and will make its recommendation on whether to carry out poll voting and electronic polling at the Company's Annual or Extraordinary General Meetings¹⁹.

The Board believes that management speaks for the Group. Individual Board Members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Group. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman.

VIII. INDEMNIFICATION AND DIRECTORS' & OFFICERS' INSURANCE

In the course of discharging Directors' duties, the Directors may be exposed to certain wrongful acts such as error, misstatement, misleading statement, omission, neglect or breach of duty committed or attempted or allegedly made in the course of duties. To the extent allowed by law, the Company will provide Board Members and will pay a portion of the premiums for such indemnity and insurance cover while acting in their capacities as Directors. Provided always that such wrongful acts occur in good faith and not as a result of dishonesty, fraud, insider trading, malicious conduct, fines, penalties, liabilities arising from intentional breach of contract and liquidated, punitive or exemplary damages.

¹⁹ P8, R8.2 – The Board should encourage poll voting.



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IX. ABSENCE OF THE CHIEF EXECUTIVE OFFICER

In the event that the Company does not have a Chief Executive Officer in office, during the period of such absence, all the provisions of this Charter (including the Appendices) that apply to the Chief Executive Officer shall apply to such other person appointed by the Board to have overall charge of the Company, unless the Board or a Board Committee decides otherwise that certain provisions are not to apply or are to apply with modification. The Board and Board Committees may also put in place additional rules and guidelines pertaining to this person's role.

This Section IX shall cease to apply upon the appointment of the Chief Executive Officer.



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Appendix A

SCHEDULE OF MATTERS RESERVED FOR COLLECTIVE DECISION OF THE BOARD

The authorities of the Board are specified below. The authorities may be varied from time to time as determined unanimously by the Board.

Conduct of Board

- Appointment and removal of Directors based on recommendations of the Nomination Committee.
- Appointment, resignation and/or removal of Company Secretaries.
- Appointment of Board Committees and members (based on the recommendations of the Nomination Committee for the Audit and Remuneration Committees).
- Approval of terms of references of Board Committees and amendments to such terms.
- Appointment of senior executive positions, including that of the Chief Executive Officer and his/her duties and the continuation (or not) of their service.

Remuneration

- Approval of the remuneration arrangements for Non-Executive Directors.
- Approval of the remuneration structure and policy for the Chief Executive Officer and where appropriate, key executives based upon recommendations of the Remuneration Committee.
- Approval of remuneration packages for the Chief Executive Officer and where appropriate, senior executives based upon recommendations of the Remuneration Committee.
- Approval of any proposed new share issuance scheme, share grant scheme and / or amendments to the existing scheme, subject to other approvals that may be required by law or regulations.



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Appendix A

Operational

- Approval of business strategy and group operational plan and budget.
- Ongoing review of performance against business strategy and group operational plan, including identifying and monitoring of key risks and risk management policies and actions.
- Approval of capital expenditure above RM500,000 or as may be determined from time to time.
- Approval of bad debts write-off in excess of RM500,000 per annum or as may be determined from time to time.
- Approval of investment or divestment in a company / business / property / undertaking.
- Approval of investment or divestment of a capital project which represents a significant diversification from the existing business activities.
- Approval of changes in the major activities of the Company or Group.
- Approval of treasury policies and bank mandate.
- Setting or variation of the authority level of the Chief Executive Officer.

Financial

- Approval of interim and annual financial statements after taking into consideration the recommendations of the Audit Committee.
- Approval for the release of financial announcements.
- Approval of the Annual Directors' Report and Statutory Accounts.
- Approval of interim dividends, the recommendation of final dividends and the making of any other distribution.
- Adoption of accounting policies after taking into consideration the recommendations of the Audit Committee.
- Approval of corporate policies and procedures after review by the Chief Executive Officer and senior executive(s) where appropriate.
- 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.



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Appendix A

Other Matters to consider including:

- The granting of powers of attorney by the Company.
- The entering into of any indemnities or guarantees.
- Recommendations for the alteration of the Memorandum and Articles of Association of the Company.
- Alteration of the accounting reference date, registered office and name of the Company.
- Purchase of own shares by the Company.
- Issue of any debt instruments.
- Substantial charitable or other contributions.
- Scheme of reconstruction or restructuring.
- Any other significant business decision.
- Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders.



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Appendix B

POSITION DESCRIPTION OF THE CHAIRMAN

The responsibilities of the Chairman include:

1. Providing leadership to the Board;
2. Chairing meetings of the Board in such a manner that will stimulate debate on issues before the Board and encourage the most effective contribution from each Board Member;
3. Chairing meetings of shareholders;
4. Establishing procedures to govern the Board's work;
5. Ensuring the Board's full discharge of its duties;
6. Scheduling meetings of the full Board;
7. Organising and presenting the agenda for regular or special Board meetings based on input from other Directors and the Company Secretary;
8. Ensuring proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management's proposal and review of performance of the Company and / or Group;
9. Ensuring adequate lead time for effective study and discussion of business under consideration;
10. Identifying guidelines for the conduct of Directors, and ensuring that each Director is making a significant contribution. The Chairman keeps under review, informally, the contributions made by Board Members;
11. Acting as liaison between the Board and management. The Chairman should act as the main informal link between the Board and management and particularly between the Board and the Chief Executive Officer;



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12. Ensuring that all Board Members, when taking up office, are fully briefed on the terms of their appointment, duties and responsibilities and the business of the Group;
13. Together with the Chief Executive Officer, represents the Company and / or Group to external groups such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments;
14. In conjunction with the Chief Executive Officer, playing a leading role in:
 - formulating the Board's strategic direction and planning process;
 - encouraging high standards of propriety and promoting efficient and effective use of staff and other resources throughout the organisation; and
 - fostering high corporate ethical standards and positive relationships with the Company's shareholders;
15. Working with the Nomination Committee, actively participate in the selection of Board Members and ensuring the membership is properly balanced;
16. Working with the Nomination Committee, ensuring proper committee structure, including assignments of members and committee chairmen. The Chairman should also ensure that a formal succession plan for the Board is in place; and
17. Carrying out other duties as requested by the Board as a whole, depending on the needs and circumstances.



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POSITION DESCRIPTION OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is accountable to the Board for the overall organisation, management, and staffing of the Company and / or Group and for the procedures in financial and other matters, including conduct and discipline. This includes promoting by leadership and example. The Chief Executive Officer's authority is explicitly provided for in the Limits of Authority. Board Members should support the Chief Executive Officer in undertaking this responsibility.

The role of the Chief Executive Officer can be summarised as follows:

1. Fosters a corporate culture that promotes ethical practices, encourages individual integrity, and fulfil social responsibility;
2. Maintains a positive and ethical work climate that is conducive to attracting, retaining, and motivating a diverse group of top-quality employees at all levels;
3. Develops and recommends to the Board a long-term strategy and vision for the Company and / or Group that leads to the creation of shareholder value;
4. Develops and recommends to the Board the operational plan and budget that support the Company's and / or the Group's long-term strategy;
5. Manages the overall business and oversees the day to day operations of the Company;
6. Ensures continuous improvement in the quality and value of the products and services provided by the Group;
7. Ensures that the Company achieves and maintains a satisfactory competitive positions within its industry;
8. Recommends management structure and operating authority levels which include delegation of responsibilities to management;



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9. Ensures that the Company has an effective management team below the level of the Chief Executive Officer and has an active plan for its development and succession. Reports to the Nomination Committee annually on the succession and management development plan;
10. Ensures, in cooperation with the Nomination Committee / Board, that there is an effective succession plan in place for the Chief Executive Officer position;
11. Formulates and oversees the implementation of major corporate policies;
12. Accountable to the Board for the propriety and regularity of the finances;
13. Responsible for the financial management of the Company and / or Group and overseeing the handling of financial matters which include keeping proper accounts for prudent and economical administration, avoidance of waste and extravagance for efficient and effective use of all the resources;
14. Reports to the Board periodically on the financial positions of the Group which include forecast results as required from time to time;
15. Reports to the Board on key performance indicators in relation to the financial results, market conditions and other developments;
16. Recommends annual management salary increment and employees share option entitlement to the Remuneration Committee;
17. Reports to the Remuneration Committee on the results of employee union negotiation;
18. Reports on significant business decisions;
19. Serves as the chief spokesperson for the Group; and
20. Refers to the Board Committees on matters requested from time to time.



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POSITION DESCRIPTION OF THE : (I) NON-EXECUTIVE DIRECTORS

Non-Executive Directors are:

- Those who have no direct or indirect pecuniary interest in the Company other than their Directors' emoluments and their "permitted" shareholdings in the Company;
- Those who are not employees of the Company or affiliated with it in any other way and are not involved in the day-to-day running of business but may have pecuniary interest in the Company, whether direct or indirect; or
- Those who are not employees of the Company but are standing as nominees for substantial shareholders.

The roles of the Non-Executive Directors can be summarised as follows:

1. Act as a bridge between management and stakeholders, particularly shareholders. They could provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.
2. For the Board to create an environment that allows the expression of disagreement when discussing strategic issues.
3. Bring dispassionate objectivity that a Director with a relationship with the Company cannot provide.

(II) INDEPENDENT NON-EXECUTIVE DIRECTORS

Independent Directors are essential for protecting the interests of minority shareholders and can make significant contributions to the Company's decision making by bringing in the quality of detached impartiality. Since an Independent Director has no conflict of interests in the discharge of his duties, he ought to



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approach any approval that is being sought at Board level for a transaction or any matter with a watchful eye and with an inquiring mind.

Paragraph 1.01 of the Listing Requirements provides that an Independent Director is one who is independent of management and free from any business or other relationship that could interfere with the exercise of independent judgement or the ability to act in the best interests of a listed company.

The Independent Director of the Company must be a person who:

- is not an Executive Director of the Company or any related corporation of the Company;
- has not been within the last 2 years and is not an officer (except as a Non-Executive Director) of the Company;
- is not a major shareholder of the Company;
- is not a relative of any Executive Director, officer or major shareholder of the Company;
- is not acting as a nominee or representative of any Executive Director or major shareholder of the Company;
- has not been engaged as a professional adviser by the Company under such circumstances as prescribed by Bursa Securities or is not presently a partner, Director (except as an Independent Director) or a major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Company under such circumstances as prescribed by Bursa Securities; or
- has not engaged in any transaction with the Company under such circumstances as prescribed by Bursa Securities or is not presently a partner, Director or a major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has been engaged in any transaction with the Company under such circumstances as prescribed by Bursa Securities.

Recommendation 3.2 of the MCCG 2012 recommends that the tenure of an Independent Director should not exceed 9 years cumulatively. After 9 years, such



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Independent Director may continue to serve on the Board subject to his re-designation as a Non-Independent Director²⁰.

Alternatively, the board may justify and seek shareholders' approval in the event it retains as an Independent Director a person who has served in that capacity for more than 9 years²¹.

²⁰ P3, R3.2 - The tenure of an independent director should not exceed a cumulative term of nine years. Upon completion of the nine years, an independent director may continue to serve on the board subject to the director's re-designation as a non-independent director.

²¹ P3, R3.3- The board must justify and seek shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than nine years.



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DIRECTORS' CODE OF BEST PRACTICE

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

1. Compliance at all times with this Code of Best Practice and the Board Charter.
2. Observe high standards 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 seeks to use the opportunity of the service as Directors to promote their private interests or those of connected persons, firms, businesses or other organisations.
6. Uphold accountability at all time. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible 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 guidance on acceptance of gifts and hospitality as stated in the section entitled "Guidelines on Acceptance of Gifts" below.



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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 or 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.

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.

The Register of Directors' Shareholdings should be kept up to date through the disclosure form and an annual survey from the Board Members' interests, carried out by the Company Secretary.



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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. The Board Member concerned should withdraw from the meeting during the relevant discussion or decision.

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 on Acceptance of Gifts

The following set out the 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 organisation 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; and
4. Gifts other than of token value should generally be refused.



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Appendix F

AUDIT COMMITTEE TERMS OF REFERENCE

PURPOSE

The Audit Committee is established as a committee of the Board of Directors. The primary objectives of the Audit Committee are to:

1. provide assistance to the Board in fulfilling its statutory and fiduciary responsibilities for review of the Company and its subsidiaries (the “Group”) and monitoring the Group’s management of business/financial risk processes and accounting and financial reporting practices;
2. determine that the Group has adequate administrative, operational and internal accounting controls and that the Group is operating in accordance with its prescribed procedures, codes of conduct and applicable legal and regulatory requirements;
3. serve as an independent and objective party in the review of the financial information presented by Management for distribution to shareholders and the general public;
4. ensure that the Company’s financial statements complies with applicable financial reporting standards²²; and
5. provide direction and oversight over the internal audit function²³ and the External Auditors to enhance their independence from Management.

MEMBERSHIP

The Audit Committee shall have at least three members. All the members must be Non-Executive Directors and financially literate with a majority of them being Independent Directors. The chairperson of the Committee shall be an Independent Director.

²² P5, R5.1 – The Audit Committee should ensure financial statements comply with applicable financial reporting standards.

²³ P6, R6.2 – The board should establish an internal audit function which reports directly to the Audit Committee.



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At least one member of the Committee, preferably an Independent Director, must meet the criteria set by the Listing Requirements (Paragraph 15.09(1)(c)).

Audit Committee members and the chairperson shall be appointed by the Board based on the recommendations of the Nomination Committee. No Alternate Directors shall be appointed to the Audit Committee.

If a member of the Committee resigns, dies or for any reason ceases to be a member resulting in non-compliance with the above paragraphs, the Board shall, within three (3) months of that event, appoint such number of new members as may be required.

The Audit Committee shall have no executive powers.

COMMITTEE'S OPERATING PRINCIPLES

The Audit Committee shall, wherever necessary and reasonable for the performance of its duties and in accordance with the procedures determined by the Board and at the cost of the Group:

1. Have authority to investigate any matter within its terms of reference;
2. Have the resources which are required to perform its duties;
3. Have full and unrestricted access to any information pertaining to the Company and the Group;
4. Have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
5. Be able to obtain independent professional advice or other advice; and
6. Be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

MEETINGS

The Committee shall meet at least four (4) times each year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairperson. The Committee may establish any procedures from time to time to govern its meetings,



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keeping of minutes and its administration. The quorum shall consist of a majority of the Independent Non-Executive Directors.

The Committee may request other Directors, members of management, counsels, Internal Auditors and External Auditors, as applicable to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities. It shall be understood that either Internal or External Auditors, may, at any time, request a meeting with the Audit Committee with or without Management attendance.

The External Auditors shall be given notice of meetings and shall have the right to attend and speak.

The Secretary of the Committee shall be appointed by the Committee from time to time. Committee meeting agendas shall be the responsibility of the Committee Chairperson with input from Committee members. The chairperson may also ask management to participate in this process. The agenda for each meeting shall be circulated at least five days before each meeting to the Committee members, the External Auditors and all those who are required to attend the meeting. Written materials including information requested by the Committee from Management, internal audit and external auditors shall be received together with the agenda for the meetings.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. Minutes of each meeting shall also be distributed to all attendees (members) of the Audit Committee meeting and External Auditors.

The Committee, through its Chairperson, shall report to the Board after each meeting. The minutes of the Committee meeting shall be available to all Board members.

Circular Resolutions signed by all the members shall be valid and effective as if it had been passed at a meeting of the Audit Committee.



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SCOPE OF ACTIVITIES

The duties of the Audit Committee shall include the following:

1. To recommend appointment of the External Auditors and their fees and consider any questions of resignation or dismissal including whether there is reason (supported by grounds) to believe that the External Auditors are not suitable²⁴ for re-appointment, including making an assessment of their independence where the external auditors also provide non-audit services²⁵ to the Company;
2. To review the external auditors' proposed scope and approach before the audit commences and ensure co-ordination where more than one audit firm is involved;
3. To review the quarterly financial announcements and year-end financial statements of the Group, prior to the approval by the Board, focusing particularly on:
 - changes in or implementation of major accounting policy changes;
 - significant and unusual events;
 - significant adjustments arising from the audit;
 - going concern assumption; and
 - compliance with accounting standards and other legal requirements.
4. To discuss problems and reservations arising from the audits and any matter the auditor may wish to discuss (in the absence of management where necessary) including assistance given by employees of the Group to the Auditor;
5. To review with the external auditors, their evaluation of the system of internal controls, including any significant suggestions for improvements and management's response;
6. To review with the External Auditors, their audit report;

²⁴ P5, R5.2 – The Audit Committee should have policies and procedures to assess the suitability and independence of external auditors.

²⁵ P5, R5.2 – The Audit Committee should have policies and procedures to assess the suitability and independence of external auditors.

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7. To review the Group's business risk management process, including adequacy of the Group's overall control environment and controls in selected areas representing significant financial and business risk;
8. To do the following where an internal audit function exists:
 - review the adequacy of the scope, function, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
 - review the internal audit programme, process and results of the internal audit programme, processes or investigation undertaken and where necessary ensure that appropriate action is taken on the recommendations of the internal audit function;
 - ensure that the internal audit function is independent of the activities it audits; the internal audit function should be free from interference in determining the scope of internal audit, performing work and communicating results;
 - ensure that the internal audit function reports directly to the Committee.
9. To review any related party transactions 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;
10. To review the major findings of internal investigations and management's response;
11. To review management's monitoring of compliance with the Group's code of corporate conduct;
12. To review with the Group's counsels, any legal matters that could have a significant impact on the Group's financial statements;
13. To verify at the end of each financial year, the allocation of options under a share issuance scheme and share grant scheme for employees to ensure compliance with the allocation criteria determined by the Remuneration Committee and in accordance with the Bye-Laws of the relevant Option Scheme. A statement by the Committee verifying such allocation shall be included in the annual report.



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14. To review the findings of any examinations by regulatory authorities;
15. 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 Bursa Securities' requirements, the Audit Committee must promptly report such matters to Bursa Securities; and
16. Perform other oversight functions as requested by the Board.



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REMUNERATION COMMITTEE TERMS OF REFERENCE

PURPOSE

The Remuneration Committee, a Committee of the Board of Directors (“Board”), is established primarily to:

1. Provide assistance to the Board in determining the remuneration of Executive Directors (if any), senior management and employees. To achieve this objective, the Committee is to ensure that executive directors, key executives and employees of the Group are fairly rewarded for their individual contributions to overall performance and that the compensation is reasonable in light of the Group’s objectives, compensation for a similar function in other companies, and other relevant factors with due regard given to the interests of the shareholders and to the financial and commercial needs of the Group;
2. Establish the Chief Executive Officer’s goals and objectives; and
3. Review the Chief Executive Officer’s performance against the goals and objectives set.

MEMBERSHIP

The Remuneration Committee shall consist entirely of Non-Executive Directors. It shall have at least three members and the quorum for the Committee shall be two members. Remuneration Committee members and the Chairman shall be appointed by the Board based on the recommendations of the Nomination Committee. The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board.

In the event of equality of votes, the Chairman of the Committee shall have a casting vote (except where 2 Directors form the quorum). In the absence of the Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting.



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The Committee members shall:

- have a good knowledge of the Group and its Executive Directors, and full understanding of shareholders' concerns; and
- have a good understanding, enhanced as necessary by appropriate training or access to professional advice, on/of areas of remuneration.

MEETINGS

The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman. The Committee may establish any procedures from time to time to govern its meetings, keeping of minutes and its administration.

The Committee may consult the Chairman of the Board regarding proposals relating to the remuneration of the Chief Executive Officer. The Committee may consult other Non-Executive Directors in its evaluation of the Chief Executive Officer. The Committee may request other Directors and key executives to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities.

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee is authorised by the Board to obtain external legal or other professional advice, as well as information about remuneration practices elsewhere. The Committee may, if it thinks fit, secure the attendance of external advisers with relevant experience and expertise, and shall have the discretion to decide who else other than its own members, shall attend its meetings. No Director or executive shall take part in decisions on his/her own remuneration.

The Secretary of the Committee shall be appointed by the Committee from time to time. Committee meeting agendas shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also ask management to participate in this process.



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The agenda for each meeting shall be circulated at least five days before each meeting to the Committee members and all those who are required to attend the meeting. Written materials including information requested by the Committee from management or external consultants shall be received together with the agenda for the meetings.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members.

The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the recommendation of the MCCG 2012 and Appendix 9C Part A of the Listing Requirements.

The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

SCOPE OF ACTIVITIES

The duties of the Remuneration Committee shall include the following:

1. To establish and recommend to the Board, a transparent remuneration structure and policy which attracts and retains Executive Directors (if any) and key executives and to review for changes to the policy, as may be necessary for alignment with the business strategy and long-term objectives of the Company²⁶;

²⁶ P2, R2.3 – The board should establish formal and transparent remuneration policies and procedures to attract and retain directors.



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2. To ensure that a strong link is maintained between the level of remuneration and individual performance against agreed targets, the performance-related elements of remuneration setting forming a significant proportion of the total remuneration package of the Chief Executive Officer;
3. To review and recommend the entire individual remuneration packages for each of the Executive Directors (if any), the Chief Executive Officer and, as appropriate, other senior executives, including: the terms of employment or contract of employment/service; any benefit, pension or incentive scheme entitlement; any other bonuses, fees and expenses; and any compensation payable on the termination of the service contract by the Company and/or the Group;
4. To review with the Chief Executive Officer, his/her goals and objectives and to assess his/her performance against these objectives as well as contribution to the corporate strategy;
5. To review the performance standards for key executives to be used in implementing the Group's compensation programs where appropriate;
6. To review and approve management's recommendation on the annual salary increment of the Group's executive employees (non-directors) and bonus and other benefits which should be made based on the individual's performance and responsibilities and should be reasonable with reference to the level of compensation accorded by comparable companies or industry in line with the overall performance of the Group;
7. To review and recommend to the Board regarding any proposed new share issuance scheme, share grant scheme and/or amendments to the existing scheme;
8. To review and approve the granting of share options to the Group's executives under any share issuance scheme, share grant scheme and to consider matters arising from implementation of share issuance scheme;
9. To consider and approve compensation commitments / severance payments for key executives in the event of early termination of the employment / service contract; and
10. To consider other matters as referred to the Committee by the Board.



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NOMINATION COMMITTEE TERMS OF REFERENCE

PURPOSE

The Nomination Committee, a Committee of the Board of Directors (“Board”), is established primarily to:

1. Identify, select and recommend to the Board, candidates for directorships of the Company and its subsidiaries (“Group”);
2. Recommend to the Board, Directors to fill the seats on Board Committees;
3. Evaluate the effectiveness of the Board and Board Committees (including its size and composition), contributions and performance of each individual Director and the independence of the Independent Directors.
4. Ensure an appropriate framework and plan for Board and management succession for the Group.

MEMBERSHIP

The Nomination Committee shall have at least three members, all of whom shall be Non-Executive Directors with the majority being Independent Directors²⁷. The quorum for the Committee shall be two members, of which one should be an Independent Director. The Nomination Committee members and Chairman shall be appointed by the Board. The chair of the Nomination Committee is recommended under the MCCG 2012 to be the Senior Independent Director identified by the Board. The appointment of a Committee member terminates when the member ceases to be a Director, or as determined by the Board.

In the event of equality of votes, the Chairman of the Committee shall have a casting vote (except where 2 Directors form the quorum). In the absence of the Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting.

The Nomination Committee shall have no executive powers.

²⁷ P2, R2.1 – The board should establish a Nominating Committee which should comprise exclusively of non-executive directors, a majority of whom must be independent



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MEETINGS

The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman. The Committee may establish any procedures from time to time to govern its meetings, keeping of minutes and its administration.

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other directors, members of management, counsels, consultants as applicable to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities. Non-committee directors and members of management in attendance may be required by the Chairman to leave the meetings of the Committee when the Chairman so request.

The Secretary of the Committee shall be appointed by the Committee from time to time. Committee meeting agendas shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also request management to participate in this process. The agenda for each meeting including supporting information shall be circulated at least five days before each meeting to the Committee members and all those who are required to attend the meeting.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members.

The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as may be necessary to assist the Board in making a disclosure in the Annual Report in accordance with the recommendations of the MCG 2012.

The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

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SCOPE OF ACTIVITIES

The duties of the Nomination Committee shall include the following:

1. To determine and review the criteria for Board membership²⁸, including qualities, experience, skills, education, time commitment²⁹ and other factors that will best qualify a nominee to serve on the Board;
2. To review annually and recommend to the Board with regards to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experience, core competencies which Non-Executive Directors should bring to the Board and other qualities to function effectively and efficiently;
3. To consider, evaluate and propose to the Board any new board appointments, whether of executive or non-executive position. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:
 - size, balance, composition, mix of skills, experience, core competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group; and
 - Non-Executive Directors should be persons of calibre, credibility and have the necessary skill and experience to bring an independent and objective judgement to bear on issues considered by the Board and that Independent Non-Executive directors should make up at least one-third of the membership of the Board;
4. To propose to the Board the responsibilities of Non-Executive Directors, including membership and Chairpersonship of Board Committees;
5. To evaluate and recommend the appointment of senior executive positions, including that of the Chief Executive and their duties and the continuation (or not) of their service.

²⁸ P2, R2.2 – The Nominating Committee should develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.

²⁹ P4, R4.1 – The board should set out expectations on time commitment for its members and protocols for accepting new directorships.

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6. To establish and implement the criteria and processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution and performance of each Director¹⁵ and independence of each Independent Director;
7. To establish and recommend to the Board a policy on gender diversity in the Board;
8. To evaluate on an annual basis:
 - the independence of each Independent Director³⁰;
 - the effectiveness of each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to Directors in respect of their performance;
 - the effectiveness of the Committees of the Board; and
 - the effectiveness of the Board as a whole;
9. To recommend to the Board:
 - whether Directors who are retiring by rotation should be put forward for re-election; and
 - termination of membership of individual Directors in accordance with policy, for cause or other appropriate reasons;
10. To establish appropriate plans for succession at Board level as well as senior executives and management level;
11. To provide the Directors to access to adequate training for continuous education³¹ including orientating new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards to their contribution to the Board and Group; and

³⁰ P3, R3.1 – The board should undertake an assessment of its independent directors annually.

³¹ P4, R4.2 – The board should ensure its members have access to appropriate continuing education programmes.



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12. To consider other matters as referred to the Committee by the Board.



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DEVIATIONS FROM THE MCCG 2012

The Table below reflects the Board’s views on the deviations between the Board Charter and MCCG 2012’s recommendations:

Page	Content	The Board’s Views on the Deviations from the MCCG 2012
Appendix H - I	Nomination Committee Terms of Reference	<p>Recommendation 2.1 of the MCCG 2012: Senior Independent Director to Chair Nomination Committee</p> <p>The MCCG 2012 recommends that the Chair of the Nomination Committee be appointed the Senior Independent Director³².</p> <p>The present Senior Independent Director designated by the CCB Board is Ms Vimala Menon, Chairperson of the Audit Committee and a member of the Nomination Committee and Remuneration Committee. The Chairman of the Nomination Committee is Tan Sri Dato’ Sulaiman bin Sujak.</p> <p>The Board agreed that status quo be maintained as the current structure of the various Board Committees optimises the strengths and experience of each Director. As and when there are changes in future, the Board will review the position.</p>

³² App H, P2, R2.1 – The Board should establish a Nominating Committee which should comprise exclusively of non-executive directors, a majority of whom must be independent.

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Page	Content	The Board's Views on the Deviations from the MCGG 2012
Appendix D – I, II & III	Position Description of the Independent Non-Executive Director	<p>Recommendations 3.2 and 3.3 of the MCGG 2012:</p> <p>Maximum Tenure for Independent Directors</p> <p>The MCGG 2012 recommends that the tenure of an Independent Director should not exceed 9 years cumulatively. Upon completion of the 9 years, such Independent Director may continue to serve on the Board subject to his re-designation as a Non-Independent Director³³.</p> <p>Alternatively, the board may justify and seek shareholders' approval in the event it retains as an Independent Director a person who has served in that capacity for more than 9 years³⁴.</p> <p>Notwithstanding that Tan Sri Dato' Sulaiman bin Sujak would have served more than 9 years on the Board by 31 December 2015, the Board proposes to retain his status as an Independent Director. The Nomination Committee would assess³⁵ his suitability to be retained as an Independent Director and make its recommendations to the Board. The Board would consider the recommendations in its own assessment (as part of the annual assessment of Independent Directors³⁶).</p>

³³ App D, P3, R3.2 – Maximum tenure of an independent director should not exceed a cumulative term of 9 years. Upon completion of the 9 years, such independent director may continue to serve on the board subject to his re-designation as a non-independent director.

³⁴ App D, P3, R3.3 – The board must justify and seek shareholders' approval in the event it retains an independent director who has served the board for more than 9 years.

³⁵ App D, P3, R3.3 - The board must justify and seek shareholders' approval in the event it retains an independent director who has served the board for more than 9 years.

³⁶ App D, P3, R3.1 – The board should undertake an assessment of its independent directors annually.

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Page	Content	The Board's Views on the Deviations from the MCCG 2012
Appendix D – I, II & III	Position Description of the Independent Non-Executive Director <i>(continued)</i>	<p>The Board holds the view that a director's independence cannot be determined arbitrarily with reference to a set period of time. CCB benefits from long serving directors, such as Tan Sri Dato' Sulaiman bin Sujak, who possess detailed knowledge of the business and with proven commitment, experience and competence to effectively advise and oversee Management.</p> <p>To be identified as independent, a Director must be independent in character and judgement, independent of management and free from any relationships or circumstances (as set out in Chapter 1 of the Listing Requirements) which are likely to affect or could appear to affect their judgement to ensure their allegiance remains aligned with shareholders. This is to be assessed by the Board, supported by the Director's own declaration.</p> <p>Tan Sri Dato' Sulaiman Bin Sujak as the Chairman of CCB's Nomination Committee would abstain from any deliberations or voting pertaining to his own independence at the Nominating Committee and Board levels.</p> <p>The Board would table a proposal to retain Tan Sri Sulaiman Bin Sujak as an Independent Director to the Shareholders for approval at the Annual General Meeting³⁷ of the Company.</p>

³⁷ App D, P3, R3.3 – The board must justify and seek shareholders' approval in the event it retains an independent director who has served the board for more than 9 years.



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Page	Content	The Board's Views on the Deviations from the MCCG 2012
5	Board Leadership	<p>Recommendation 3.5 of the MCCG 2012: The Board to comprise a Majority of Independent Members where Chairman is Non-Independent</p> <p>The MCCG 2012 recommends that the Board must comprise a majority of Independent Directors where the Chairman of the Board is not independent³⁸.</p> <p>The Chairman of the Board is Alexander Newbigging, a Non-Executive and Non-Independent Director. The Board currently comprises 2 independent members out of a total of 5 non-executive members.</p> <p>The Board agreed that the status quo be maintained pending a review to be undertaken in 2016 at the earliest and to explain the reasons for the non-compliance in the meantime. The Board takes the view that any Board changes should be considered carefully and not in a rushed or reactive manner.</p>

³⁸ P3, R3.5 – The board must comprise a majority of independent directors where the chairman of the board is not an independent director.

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Page	Content	The Board's Views on the Deviations from the MCGG 2012
17	Relationship between the Board and Shareholders, Institutional Investors, Press, Customers, etc	<p>Recommendation 8.2 of the MCGG 2012: The Board should encourage poll voting</p> <p>The MCGG 2012 recommends that substantive shareholders' resolutions be voted on by poll and details of the voting to be announced. Listed companies are encouraged to employ electronic means for poll voting³⁹.</p> <p>The Board noted the recommendation and will evaluate the feasibility of carrying out electronic polling at CCB's Annual and Extraordinary General Meetings, and when it has become market practice among listed companies regarding moving to poll voting from voting by hand, the Board will evaluate again.</p>

³⁹ P8, R8.2 Commentary – The Board should encourage poll voting