

CORPORATE GOVERNANCE STATEMENT

The Board of Directors fully supports the recommendations of the Malaysian Code on Corporate Governance 2012 (“Code”) which sets out the broad principles and recommendations for good corporate governance and best practice for listed companies.

The Board is committed to applying the recommendations of the Code to ensure that good corporate governance is practised throughout the Group to effectively discharge its responsibilities to protect and enhance shareholders’ value.

The Company has in place a Board Charter that sets out, among others, the responsibilities, authorities, procedures, evaluations and structures of the Board and Board Committees, as well as the relationship between the Board with its Management and shareholders. Further details on the Board Charter can be found on the Company’s website at www.ccb.com.my.

This statement sets out the Group’s compliance with the recommendations in the Code for the financial year ended 31 December 2015, save for Recommendations 2.1, 2.2, 3.2, 3.5 and 8.2 of the Code. The Board, having duly considered the rationale for the deviations, believes that the deviations are justified as set out in the contents of this statement.

A. DIRECTORS

The Board of Directors

The Board has overall responsibility for the strategic direction of the Group. The Board meets regularly to review corporate strategies, operations and the performance of business units within the Group. All Board members bring an independent judgement to bear on issues of strategy, performance, resources and standards of conduct.

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

- (i) Ensuring the Group’s goals are clearly established and that a strategic plan which promotes sustainability is in place to achieve them;
- (ii) Establishing policies for strengthening the performance of the Group including ensuring that Management is proactively seeking to build the business;
- (iii) Adopting performance measures to monitor implementation and performance of the strategies, policies, plans, legal and fiduciary obligations that affect the business;
- (iv) Overseeing the conduct of the Group’s business to evaluate whether the business is being properly managed;

- (v) Ensuring the Group has appropriate business risk management process, including adequate control environment be it the internal control systems and management information systems;
- (vi) Ensuring that there is in place an appropriate succession plan for members of the Board and senior management;
- (vii) Ensuring that there is in place an appropriate investor relations and communications policy which encourages shareholders’ participation at general meetings and promotes effective communication and proactive engagements with shareholders.

The Jardines Group adopts an annual staff planning process. In the context of the Company, the discussion takes place at JC&C Group level, in consultation with the Regional Director – Human Resources (“HR”), Group Motor Operations of the Company. The CEO and Regional Director – HR will evaluate the bench-strength of core and/or mission-critical positions; identify and review the flight risk and development opportunities of the Company’s key management staff during the annual assessment process. Such process is done in tandem with the business strategy and imperatives over a mid-term period, with tactical plans reviewed annually for relevance.

In the succession planning of the Company, the General Managers/Head of Department will be developed and reviewed over the next two to three years to progress them vertically or laterally, in a bid to build management depth. The succession plan of the Company was tabled to the Board at its Nomination Committee meeting held on 29 October 2015.

Meetings

During the financial year ended 31 December 2015, four Board meetings were held. The record of attendance of the Board members is set out below:

Directors	Designation	Attendance
Alexander Newbigging	Chairman and Non-Independent Non-Executive Director	4/4
Datuk Syed Tamim Ansari bin Syed Mohamed	Deputy Chairman and Non-Independent Non-Executive Director	4/4
Tan Sri Dato’ Sulaiman bin Sujak	Independent Non-Executive Director	4/4
Haslam Preston	Non-Independent Non-Executive Director	4/4
Vimala Menon	Senior Independent Non-Executive Director	4/4

Board Committees

The Board has delegated specific responsibilities to three Board Committees, namely the Audit, Remuneration and Nomination Committees. These Committees have the authority to deal with particular issues and report to the Board with their recommendations, if any. The ultimate responsibility for the final decision on the recommendations lies with the entire Board.

Board Balance

The Board currently has five members, comprising two Independent Non-Executive Directors and three Non-Independent Non-Executive Directors. Together, the Directors bring a wide range of business and financial experiences relevant to the direction and objectives of the Group. A brief description of the background of each Director is presented in pages 6 to 7 of the Annual Report.

A clear division of responsibility between the Chairman and the CEO exists to ensure a balance of power and authority. Formal position descriptions for the Chairman and the CEO outlining their respective roles and responsibilities are set out in the Board Charter. In the event that the Group does not have a CEO, the Chief Operating Officer or such other person appointed by the Board shall have overall charge of the Group to the extent determined by the Board. The division of responsibilities between the Chairman and the CEO is reviewed annually by the Nomination Committee.

The composition of the Board is further balanced by the presence of Independent Non-Executive Directors. Although all Directors have equal responsibility for the Group's business directions and operations, the role of these Independent Non-Executive Directors is particularly important in ensuring that the strategies proposed by the Management are fully discussed and evaluated, having considered the long term interests of all interested parties, including shareholders, employees, customers, suppliers and the community as a whole.

Recommendation 3.5 of the Code states that the Board must comprise a majority of Independent Directors where the Chairman of the Board is not an Independent Director. The Chairman of the Board is Alexander Newbigging, a Non-Independent Non-Executive Director. He was appointed as Chairman after considering his wide experience in retailing business and engineering as well as managing diverse businesses generally in the region.

Compliance with Recommendation 3.5 would require an increase in the current size of the Board. The current size and composition of the Board are considered adequate to provide an optimum mix of skills and experience. Further, the Board is of the view that with the current Board size, there is no disproportionate imbalance of power and authority on the Board between the Non-Independent and Independent Directors. The Board will continue to monitor and review the Board size and composition as may be needed.

Recommendation 3.2 of the Code recommends that the tenure of an Independent Director should not exceed nine years cumulatively. Upon completion of the nine years, an Independent Director may continue to serve on the Board subject to his re-designation as a Non-Independent Director. Notwithstanding that Tan Sri Dato' Sulaiman bin Sujak has served on the Board for more than nine years by 31 December 2015, the Board proposes to retain his status as an Independent Director.

The Board holds the view that a Director's independence cannot be determined arbitrarily with reference to a set period of time. The Group benefits from long serving Directors, such as Tan Sri Dato' Sulaiman bin Sujak, who possess detailed knowledge of the Group's businesses and have proven commitment, experience and competence to effectively advise and oversee Management.

The Board has assessed Tan Sri Dato' Sulaiman bin Sujak to be independent in character and judgement, independent of Management and free from any relationships or circumstances which are likely to affect or could appear to affect his judgement.

Tan Sri Dato' Sulaiman bin Sujak as the Chairman of the Nomination Committee has abstained from any deliberations or voting pertaining to his own independence at the Nomination Committee and Board levels. He has offered himself for re-appointment as Director of the Company at the forthcoming Annual General Meeting ("AGM") of the Company, in accordance with Section 129 (6) of the Companies Act, 1965 ("the Act").

The Board will table a proposal to retain Tan Sri Dato' Sulaiman bin Sujak as an Independent Director for shareholders' approval at the forthcoming AGM of the Company.

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Recommendation 2.1 of the Code recommends that the Chair of the Nomination Committee should be the Senior Independent Director identified by the Board. Vimala Menon, who is the Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee, acts as the Senior Independent Non-Executive Director. Any concerns with regards to the Group may be conveyed to her.

The Board is of the view that Vimala Menon should be retained as the Senior Independent Director, notwithstanding that she is not the Chair of the Nomination Committee, as the current structure of the various Board Committees optimises the strengths and experience of each Director.

The interests of major shareholders and minority shareholders are reflected in the Board composition.

Supply of Information

Management is duty bound to furnish the Board with all material information for the Board to discharge its responsibilities. In order for the Board to function effectively, matters for the Board's consideration are presented to all the Directors with sufficient time to enable the Directors to examine the issues and to obtain further explanation where necessary. As a general rule, Board papers are circulated for the Directors' review at least five (5) days prior to any scheduled Board meeting. The Board papers include, among others, the following:

- Minutes of previous Board meeting
- Minutes of meetings of Committees of the Board
- Directors' Circular Resolutions
- Monthly performance report of the Group
- Operational matters
- Financial matters
- Funding requirements
- Business strategy matters
- Project papers
- Schedule of Board and Committee Meetings

There is a schedule of matters reserved specifically for the Board's decision, including the approval of corporate plans and budgets, acquisition and disposal of major assets, major investments, changes to the Management and control structure of the Group and issues in respect of key policies, procedures and authority limits.

The Board has also approved a procedure for Directors, whether as a full Board or in their individual capacities, to take independent advice, where necessary, at the Group's expense in furtherance of their duties.

The Company has appointed two qualified named secretaries for the Company and its subsidiaries. Both of the Secretaries are members of Malaysian Institute of Chartered Secretaries and Administrators ("MAICSA") and they play a supportive role by ensuring adherence to the Board policies and procedures from time to time.

All Directors have access to the advice and services of the Company Secretary.

The roles and responsibilities of the Company Secretary are as follows:

- (i) advise the Board and Management on corporate governance issues;
- (ii) ensure compliance of listing and related statutory obligations under the Act, Bursa Malaysia Securities Berhad Main Market Listing Requirements and Capital Market and Services Act 2007;
- (iii) ensure that Board procedures follow the applicable rules and regulations for the conduct of the affairs of the Board are complied with;
- (iv) attend the Board, Board Committee and general meetings, and ensure the proper recording of minutes;
- (v) ensure proper upkeep of statutory registers and records of the Company; and
- (vi) assist the Chairman in the preparation for and conduct of meetings.

Appointments to the Board

The Code endorses, as good practice, a formal procedure for appointments to the Board, with a Nomination Committee making recommendations to the Board. The Code, however, states that this procedure may be performed by the Board as a whole, although, as a matter of best practice, it recommends that this responsibility be delegated to a committee.

The Board has adopted the best practice and the Nomination Committee has been given the responsibility to evaluate candidates and recommend new appointments to the Board.

The Board takes note of the Recommendation 2.2 of the Code pertaining to the need to establish a policy formalising the approach to boardroom diversity and to set targets and measures for the adoption of the said recommendation.

However, the Board has no immediate plans to implement a diversity policy or target as it is of the view that Board membership is dependent on each candidate's skills, experience, core competencies and other qualities, regardless of gender, ethnicity, age and nationality. The Board is committed to diversity and has an equal opportunity policy and there are no barriers by reason of an individual's gender, ethnicity, age and nationality.

The Nomination Committee reviews each proposal for the appointment of a new member to the Board. The candidate will be assessed for his or her suitability and potential contribution to the Board, taking into account the existing competencies, knowledge and experience of the other Board members. After considering factors such as the candidate's professional qualifications, business experience and capabilities, suitable candidates will be nominated to the Board for approval.

A summary of the activities of the Nomination Committee in the discharge of its duties for the year are set out in the Statement of Nomination Committee in pages 22 to 23 of the Annual Report.

Policy on External Appointments

The Group recognises that its Directors may be invited to become Directors of other companies and that exposure to other organisations can broaden the experience and knowledge of its Directors which will benefit the Group. Directors are therefore at liberty to accept other board appointments so long as such appointments are not in conflict with the business of the Group and do not adversely affect the Directors' performance as a member of the Board. All such appointments must first be discussed with the Chairman of the Board before being accepted.

In addition, the Directors are required to disclose and update their directorships and shareholdings in other companies as and when necessary. The Board confirms that all Directors do not exceed five directorships.

Directors' Training

As an integral part of the process of appointing new Directors, the Nomination Committee ensures that there is an orientation programme for new Board members to familiarise themselves with the Company's businesses, their roles and responsibilities. From time to time, Directors also receive further training on developments which may have a bearing on their duties and contribution to the Board, from professional bodies, regulatory institutions and corporations.

In their effort to keep abreast with the changes in the industry, legislation and regulations affecting the Company, the Directors have in course of the year attended various programmes covering such as financial reporting, economy, governance, tax and strategic planning which included the followings:

- Frankfurt Motor Show
- Future Trends in 2015
- CCB Management Workshop
- Singapore Motor Operations Strategy Workshop
- Mercedes-Benz Product Forum
- Shanghai Motorshow
- Indonesia Forum 2015
- Knowledge and Innovation Workshop
- Harvard Business School – General Management Programme (Modules 1 – 4)
- Finance for Non-Financial Professionals Workshop
- Talent Management Workshop
- 12th Annual Citi Asia Pacific Investor Conference 2015
- Presentation on the future of ASEAN
- Knowledge Workshop
- Jardine Matheson Group Finance Conference 2015
- How Business can Tackle Deforestation
- Conversations That Matter: The Geopolitics of Food in the New World
- 11th Indonesian Palm Oil Conference & 2016 Price Outlook – The Fund and the Future of Palm Oil Industry
- Detecting Financial Fraud
- The Board's Response in Light of Rising Shareholder Engagements
- Chairman Series – Excellence from the Chair
- Khazanah Mega Trends
- Global Transformation Conference
- Product Forum 2015
- Global GTE 2015
- Test-Drive & Training on Mitsubishi Pajero
- Briefing on post GST impact to the automotive industry

The Board confirms that all Directors attended training during the year.

Re-election and Appointment of Directors

In accordance with Article 103 of the Company's Articles of Association ("AA"), all Directors who are appointed by the Board during the year are subject to re-election by shareholders at the AGM following their appointment. Article 98 of the Company's AA also provides that at least one-third of the remaining Directors be subject to re-election by rotation at each AGM and all Directors are to offer themselves for re-election once every three years. Section 129(2) of the Act states that the office of a Director of a public company or its subsidiary of a public company who is over the age of seventy years shall become vacant at the conclusion of the annual general meeting. Nevertheless, Section 129(6) of the Act provides provision that the Director may be appointed or reappointed as a Director of the Company by the shareholders at the AGM of the Company and to hold office until the next AGM of the Company. The Nomination Committee also makes recommendations to the Board on the re-election of the Directors.

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Datuk Syed Tamim Ansari bin Syed Mohamed will not be seeking re-election at forthcoming AGM of the Company and he shall retire upon the conclusion of the forthcoming AGM of the Company. His retirement would not affect the Board's composition in accordance with the Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"). The Board will source for a suitable candidate to replace Datuk Syed Tamim Ansari bin Syed Mohamed, if necessary, and appropriate announcement(s) will be made to BMSB accordingly.

B. DIRECTORS' REMUNERATION

The Company is guided by the objectives as recommended by the Code to determine the remuneration for Directors. Remuneration packages of Management are structured so as to link rewards to the achievement of corporate and individual performance. In the case of Non-Executive Directors, the level of remuneration reflects the level of responsibilities undertaken by such Directors.

Remuneration Procedure

The Board agrees that a well designed remuneration policy is critical to attract, retain and motivate Directors and Management. The Remuneration Committee recommends to the Board the framework of executive remuneration and its cost, including the remuneration package for the CEO. The Remuneration Committee also recommends the framework of fees payable to Non-Executive Directors. The Remuneration Committee may draw on the expertise of consultants before making recommendations to the Board. The final decision on any remuneration package offered to the CEO and the fees payable to Non-Executive Directors are the responsibility of the entire Board.

Remuneration Committee

The present members of the Remuneration Committee are:

- Alexander Newbigging – Chairman
- Tan Sri Dato' Sulaiman bin Sujak
- Vimala Menon

All the members of this Committee are Non-Executive Directors and the majority is independent.

The Remuneration Committee met twice during the financial year ended 31 December 2015 and details of attendance of members of the Remuneration Committee are as follows:

Name of Committee Members	Attendance
Alexander Newbigging (Chairman)	2/2
Tan Sri Dato' Sulaiman bin Sujak	2/2
Vimala Menon	2/2

Remuneration Structure

The remuneration structure of Directors and Management is as follows:

(i) Basic Salary

The Remuneration Committee recommends the basic salary of the CEO after having considered his performance. In the evaluation process, consideration is given to the salary scales for similar jobs in the industry.

(ii) Directors' Fees

Directors' fees are only payable to Non-Executive Directors. The Remuneration Committee recommends the framework of Directors' fees to the Board. The fees structure is determined after a study of comparable organisations' practices or available professional studies/surveys as well as the level of responsibilities involved.

Non-Executive Directors receive annual fixed fees based on the tenure of directorship and attendance fees based on attendances at Board and Board Committee meetings. The fees are paid quarterly in arrears.

(iii) Bonus Scheme

The Group operates a bonus scheme for all employees, including the CEO. The qualification and eligibility for the scheme is linked to the performance of the Group's business activities and an assessment of the employees' performance and contribution. The CEO's bonus is dependent on the level of profit achieved for the Group's business activities against targets, together with an assessment of his performance during the year. Bonus payable to him is reviewed by the Remuneration Committee and approved by the Board.

(iv) Benefits in Kind

Other customary benefits (such as car, driver, club membership, allowances, etc.) are made available as appropriate.

(v) Employees Provident Fund

Contributions are made to the Employees Provident Fund, the national mandatory defined contribution plan, in respect of the CEO. The rate of contribution is above the mandatory requirement in accordance with the Group's employment scheme, available to all executive employees.

(vi) Retirement Plus Scheme Benefits

The CEO is entitled to retirement benefits under the Retirement Plus Scheme which is available to all eligible employees.

(vii) Service Contract

There is currently no service contract with any Director.

Directors' Remuneration

Directors' fees paid to the five (5) Non-Executive Directors for the financial year ended 31 December 2015 is shown in the following table:

Directors	Directors' fees RM'000
Alexander Newbigging	82*
Datuk Syed Tamim Ansari bin Syed Mohamed	44
Tan Sri Dato' Sulaiman bin Sujak	76
Haslam Preston	58*
Vimala Menon	78
Total	338

* Director's fees paid to Jardine Cycle & Carriage Limited.

C. SHAREHOLDERS

The Board recognises the importance of maintaining an effective communications policy that enables both the Board and Management to communicate effectively with investors, stakeholders and the general public.

Dialogue between the Company and Investors

The Company adheres strictly to the disclosure requirements under the Main Market Listing Requirements of BMSB. Results of the Group are announced quarterly to BMSB via BursaLink. Material transactions and events are also announced accordingly.

Investor information of the Company, the Annual Report, Board Charter and Code of Conduct can be accessed on the Company's website at www.ccb.com.my.

AGM

At each AGM, the Board presents to the shareholders, the performance of the business for the financial year. The Chairman, CEO, Chief Financial Officer ("CFO") and other Directors are available to respond to shareholders' questions during the AGM.

Items of special business included in the notice of AGM will be accompanied by a full explanation of the effects of a proposed resolution. Separate resolutions are proposed for separate issues at the meeting and the Chairman declares the number of proxy votes received both for and against each separate resolution where appropriate.

Recommendation 8.2 of the Code recommends that the Board should encourage poll voting for substantive resolutions. The Board is of the view that with the current level of shareholders' attendance at AGMs, voting by way of a show of hands continues to be efficient. The Board will evaluate the feasibility of carrying out electronic polling at its general meetings in future.

D. ACCOUNTABILITY AND AUDIT

Financial Reporting

In presenting the annual financial statements to shareholders and the announcements of quarterly financial results, the Board aims to present a balanced assessment of the Group's position and prospects.

The Audit Committee assists the Board in overseeing the financial statements to ensure that the financial statements give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Act.

The Audit Committee reviewed and deliberated on matters and issues pertaining to the annual financial statements prior to recommending the same for approval by the Board and issuance to shareholders.

Risk Management and Internal Control

The Board acknowledges its responsibility for the Group's system of internal controls which covers financial control, operational and compliance controls as well as risk management.

The Audit Committee reviewed the overall scope of the Group's internal audit. The Audit Committee met with Group's Internal Auditors to discuss the results of their examinations and their evaluation of the system of internal control of the Company and its subsidiaries.

The Statement on Risk Management and Internal Control furnished in pages 16 to 17 of the Annual Report provides an overview of the state of internal controls within the Group.

Whistle Blowing Policy

The Group has in place a Whistle Blowing Policy designed to create a positive environment in which employees can raise genuine concerns without fear of recrimination and enable prompt corrective action to be taken where appropriate. The Whistle Blowing Policy can be accessed on the Company's website at www.ccb.com.my.

Relationship with External Auditors

Key features underlying the relationship of the Audit Committee with External Auditors are included in the Audit Committee's terms of reference as detailed in pages 20 to 21 of the Annual Report.

The Audit Committee invited the External Auditors to attend all Audit Committee meetings to update the Audit Committee on the changes in major accounting policies and its subsequent implementation, and to answer the concerns raised by the Audit Committee during their meetings. The Audit Committee met with the External Auditors once during the financial year ended 31 December 2015 without presence of the Management.

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The Audit Committee recommended the re-appointment of Messrs PricewaterhouseCoopers (“PwC”) as External Auditors for the financial year ending 31 December 2016 after considering their performance. Subsequently, the Board at its meeting held on 22 February 2016 approved the recommendation by the Audit Committee for the shareholders’ approval to be sought at the 48th Annual General Meeting on the re-appointment of PwC as External Auditors of the Company for the financial year ending 31 December 2016.

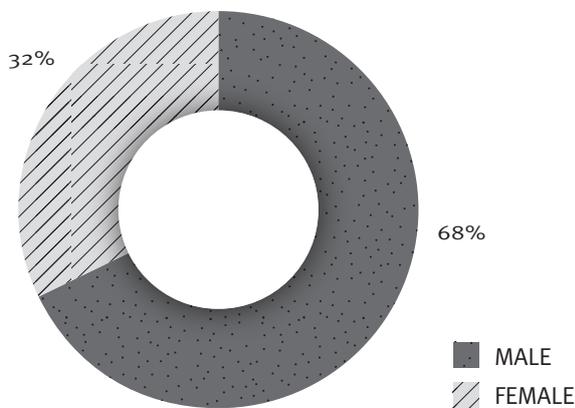
A summary of the activities of the Audit Committee during the year are set out in the Audit Committee Report in pages 18 to 19 of the Annual Report.

E. WORKFORCE DIVERSITY

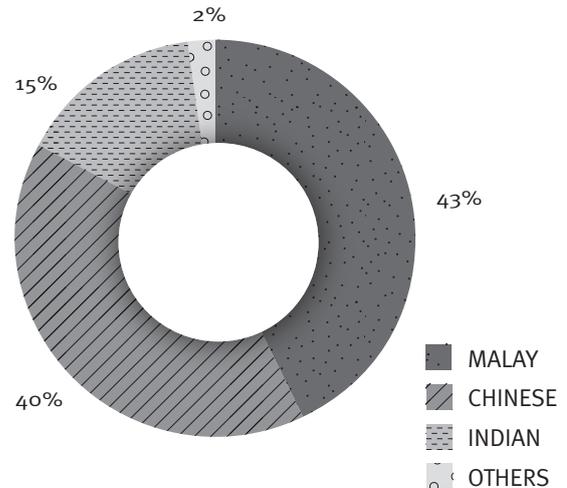
The Group has no immediate plans to implement a diversity policy or target as it is of the view that employment is dependent on each candidate’s skills, experience, core competencies and other qualities, regardless of gender, ethnicity, age and nationality. However, we are committed to diversity and have an equal employment opportunity policy and there are no barriers to employment or development in our Group by reason of an individual’s gender, ethnicity, age and nationality. We believe that employees with diverse cultural backgrounds bring unique experiences and perceptions to the work team and benefit the Group by strengthening productivity and responsiveness to changing conditions.

The Group’s workforce statistics in terms of gender, ethnicity, age and nationality as at 31 December 2015 are disclosed below:

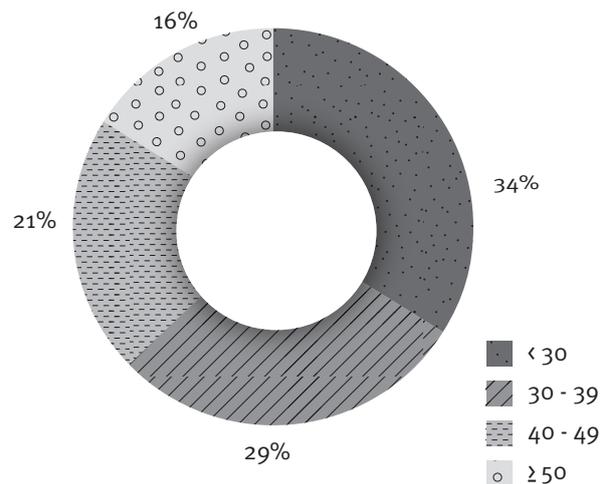
(i) Gender



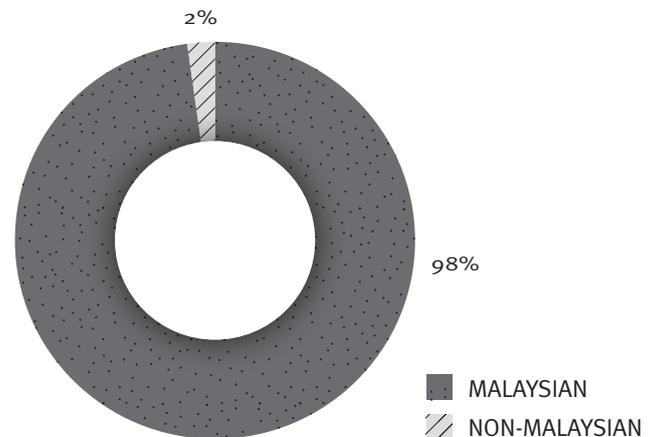
(ii) Ethnicity



(iii) Age



(iv) Nationality



F. CORPORATE SOCIAL RESPONSIBILITY (“CSR”)

The Group’s CSR efforts in 2015 focused mainly on the Group’s employees’ well-being and the community. The CSR activities undertaken in 2015 were as follows:

(i) Long Service Awards and Academic Excellence Awards

During the year, the Group continued with the Long Service Awards and Academic Excellence Awards Presentation. The Long Service Awards presentation recognises the contribution and loyalty of employees within the Group. The Academic Excellence Awards Presentation encourages and recognises the academic excellence of the children of the Group’s employees.

(ii) Donations

(a) The Star-MRCS-Firefly Relief Fund

The Group made a financial contribution to The Star-MRCS-Firefly Relief Fund to support its relief activities. The contribution went towards post recovery effort including providing temporary shelter (cabins and tents), rebuilding homes, household items and assisting with employment opportunities for victims of the floods.

(b) National Cancer Society of Malaysia

The Group also made a financial contribution to National Cancer Society of Malaysia to support its charitable cause. The contribution was channeled to various NGOs supporting breast cancer survivors and their families, facilitate treatment and fund research.

(iii) Team Building Activities

Team building activities were held to foster better relationship and teamwork among employees of the Group.