

GRAND CENTRAL ENTERPRISES BHD (131696-V)

BOARD CHARTER

The Board shows its commitment to leading and controlling the Group's strategic direction, overseeing the business operations, identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures.

The Board Charter sets out the roles and responsibilities of the Board.

Board of Directors

1. Composition of Board

Until otherwise determined by the Company at a general meeting, the number of Directors shall not be less than two and not more than eleven.

The Board must consist of at least two directors or one-third of the Board of Directors, whichever is higher, as independent directors.

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. An independent director can remain as an independent director after serving a cumulative term of nine years provided with approval by shareholders in a general meeting.

At the annual general meeting one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office. All Directors, including the Managing Director shall retire from office once at least every three (3) years but shall be eligible for re-election subject to the Articles of Association of the Company.

Any Director so appointed during the year shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation mentioned above at that meeting.

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BOARD CHARTER (CONT'D.)

Board of Directors (cont'd.)

2. Board Responsibilities

The roles of the Board includes:

- To review and adopt a strategic plan for the Company
- To oversee the conduct of the Group's business
- To identify principal risks and ensuring the implementation of appropriate internal controls and mitigation measures
- To review the adequacy and the integrity of the management information and internal controls system of the Company
- To form and delegate any of their powers to committees

The Board has established the following Committees in assisting the Board in the execution of its duties:

- i. Audit Committee
- ii. Remuneration Committee
- iii. Nomination Committee

The Chairman of the respective Committees will report to the Board of the issues deliberated and recommendation made by the Committees to the Board at directors' meeting.

3. Proceeding of Board

- The Directors meet at least four times a year for the despatch of business. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of Directors
- The quorum necessary for the transaction of business of the Directors shall be two
- Minutes of all proceedings of all meetings shall be signed by the Chairman and recorded in the minutes book accordingly
- The directors are provided with appropriate reports and information in advance of each meeting regarding the business operations and financial affairs of the Company

4. Review of Board Charter

The Board Charter has been adopted by the Board, and the Board will periodically review the Board Charter to meet the needs of the Group and any new regulations that may have an impact in discharging the Board's responsibilities.