



**CAREPLUS GROUP BERHAD**  
(896134-D)

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## **BOARD CHARTER**

### **OVERVIEW**

The Board of Directors (“the Board”) of Careplus Group Berhad (“the Company”) is committed towards ensuring good corporate governance practices are implemented and maintained throughout the Company and its subsidiaries (“the Group”) as a fundamental part of discharging its duties to enhance shareholders’ values consistent with the principles and best practices set out in the Malaysian Code on Corporate Governance (“the Code”). The Board supports the highest standards of corporate governance and the development of best practices for the Group.

This Board Charter sets out the composition and balance, roles and responsibilities, operation and processes of the Board and is to ensure that all Board Members acting on behalf of the Company are aware of their duties and responsibilities as Board Members.

### **1. COMPOSITION AND BALANCE OF THE BOARD**

#### **1.1 Size and Composition**

The Group is led by an effective and experienced Board comprising members who have varied experience in general business and financial aspects, as well as in the technical and operational aspects involving the rubber gloves industry.

The presence of the Independent Non-Executive Directors on the Board and in meetings ensures that decisions made by the Board remains objective and independent, and that the interests of minority shareholders are addressed and are accorded with due consideration.

The Constitution of the Company provides for a minimum of two (2) Directors and a maximum of twenty (20) Directors. At any one time, at least two (2) or one-third (1/3) of the Board, whichever is higher, are Independent Directors.

The composition and size of the Board are reviewed from time to time to ensure its appropriateness.

## **1.2 Nomination and Appointments**

The members of the Board are appointed in a formal and transparent practice as endorsed by the Code. The Nomination Committee will make recommendations to the Board who will then go through the list of candidates identified and arrive at a decision on the appointment of the Director. The Company Secretary will then ensure that all appointments are properly made and that all legal and regulatory obligations are met.

All Board members shall notify the Chairman of the Board before accepting any new Directorship in other companies. The notification shall include an indication of time that will be spent on the new appointment. The Chairman shall also notify the Board if he has any new Directorship or significant commitments outside the Company.

## **1.3 Re-election**

In accordance with the Company's Constitution, all Directors appointed by the Board are subject to re-election by the shareholders at the annual general meeting following their appointment. At least one third (1/3) of the Directors are required to retire from office by rotation annually and shall be eligible for re-election at each annual general meeting.

## **1.4 Independence**

The presence of Independent Non-Executive Directors ensures that views, consideration, judgment and discretion exercised by the Board in decision making remains objective and independent whilst assuring the interest of other parties such as minority shareholders are fully addressed and adequately protected as well as being accorded with due consideration.

The Board shall appoint a Senior Independent Director who will also attend to any query or concern raised by shareholders.

## **1.5 Tenure of Independent Director**

The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. In the event the Director is to remain designated as an Independent Director, the Board shall first justify and obtain shareholders' approval on a year to year basis. If the Board continues to retain the Independent Director after the twelfth (12) year, the Board should seek annual shareholders' approval through a two-tier voting process.

## **1.6 Evaluation of the Directors and the Board as a whole**

The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Nomination Committee is given the task to review and evaluate the individual Director's performance and the effectiveness of the Board and the Board's Committees on an annual basis. In assessing suitability of candidates, considerations will be given to the competencies, commitment, contribution and performance.

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. Every year, the Nomination Committee will evaluate each individual Director's contributions to the effectiveness of the Board and the relevant Board committees.

## **2. ROLES AND RESPONSIBILITIES**

### **2.1 Board Responsibilities**

The Group Chief Executive Officer and Executive Directors have the responsibility to manage the day-to-day operations of the business, implementation of Board policies and making strategic decisions for the expansion of the business. The Non-Executive Directors contribute their expertise and experiences to give independent judgment to the Board on issues of strategy, performance and resources, including major policies, key directions and standards of conduct.

No individual or group of individuals dominates the Board's decision-making. Together, the Directors possess the wide range of business, commercial and financial knowledge, expertise and skills essential in the management and direction of a corporation with regional presence.

The Board maintains its focus on strategies, financial performance and critical business decisions, generally involving the following:-

- i. Formulating overall strategic direction, business plans of the Group, including major capital commitments.
- ii. Establishing annual financial budgets in line with the business plans.
- iii. Setting up the appropriate action plans geared towards achieving the business plans and budgets.
- iv. Reviewing and approving of new ventures, major acquisitions and disposal of undertakings and properties.

- v. Identifying principal risks and ensuring implementation of appropriate systems to manage these risks.
- vi. Reviewing the adequacy and integrity of the Group's internal control systems and management information systems.
- vii. Establishing key performance indicators and succession plan.
- viii. Overseeing the development and implementation of the shareholder communications policy for the Company.

The Directors are required to declare their direct and indirect interests in the Company and related companies. The Directors are also responsible to declare whether they and/or any person(s) connected to them have any potential conflict of interest in any transaction and/or in any contract with the Company and/or any of its related companies. Any Director who has an interest in any related party transaction shall abstain from the Board deliberation and voting and shall ensure that he or she and person(s) connected to him or her will abstain from voting on the related resolution.

## **2.2 Accountability and Audit**

### **i. Financial Reporting**

The Board has overall responsibility for the quality and completeness of the financial statements of the Company and the Group, both on a quarterly and full year basis, and has a duty to ensure that those financial statements are prepared based on appropriate and consistently applied accounting policies, supported by reasonably prudent judgment and estimates and in accordance to the applicable financial reporting standards.

The Audit Committee plays a crucial role in assisting the Board to scrutinise the information for disclosure to shareholders to ensure material accuracy, adequacy and timeliness.

### **ii. Internal Control and Risk Management**

The Board is responsible for maintaining a sound system of internal control to safeguard shareholders' investments and the Company's assets, and for reviewing the adequacy and integrity of the system. The system of internal control covers not only financial controls but operational and compliance controls and risk management.

Risk management is an integral part of the Group's business operations and it is subject to periodic reviews by the Board. The Group adopted a structured risk management framework with discussions involving different levels of managements to identify and address risks faced by the Group.

Management is responsible for implementing the processes for identifying, evaluating, monitoring and reporting of risks and internal control, taking appropriate and timely corrective actions as needed, and for providing assurance to the board that the processes have been carried out.

The Audit Committee has been entrusted by the Board to ensure effectiveness of the Group's internal control systems. The activities of the outsourced Internal Auditors are reported regularly to the Audit Committee which provides the Board with the required assurance in relation to the adequacy and integrity of the Group's system of internal controls

The Board recognizes that identification, evaluation and management of significant risks faced by the Company are an ongoing process. The improvement of the system of internal controls is an on-going process and the Board maintains on-going commitment to strengthen the Company's control environment and processes.

### **iii. Relationship with Auditors**

The Group has established a transparent and appropriate relationship with both the outsourced Internal Auditors and the External Auditors. Such relationship allows the Group to seek professional advice on matters relating to compliance and corporate governance. The internal audit function of the Group is outsourced to a third party. Similar to the External Auditors, Internal Auditors too have direct reporting access to the Board and the Audit Committee to ensure that issues highlighted are addressed independently, objectively and impartially without any undue influence of the management.

## **2.2 Responsibilities of the Chairman and Group Chief Executive Officer**

The Board ensures that the Chairman is a non-executive member of the Board.

There is a proper balance of power and authority on the Board, with clear division of responsibility between the Chairman and the Group Chief Executive Officer ("CEO"). This delineation provides a good check and balance, with the Chairman being responsible for leadership of the Board, while the CEO leads the management of the Group and has overall responsibility for the operating units and the implementation of the Board's policies and decisions.

The responsibilities of the Chairman, amongst others, are as follows:

- i. To provide leadership to the Board.
- ii. To oversee the effective discharge of the Board's supervisory role.
- iii. To facilitate the effective contribution of all Directors.
- iv. To conduct and chair Board Meetings and General Meetings of the Company.
- v. To brief all the Directors in relation to issues arising at Meetings.
- vi. To manage Board communications and Board effectiveness and effective supervision over Management.
- vii. To ensure that quality information to facilitate decision-making is delivered to the Board on timely manner.
- viii. To ensure Board Meetings and General Meetings are in compliance with good conduct and best practices.
- ix. To promote constructive and respectful relations between Board members and between the Board and the Management.
- x. Together with the CEO, represents the Company and / or Group to external groups such as shareholders, creditors, consumer groups, local communities and federal, state, and local governments.

The responsibilities of the CEO, amongst others, are as follows:

- i. To ensure the efficient and effective operation of the Group.
- ii. To manage the overall business and oversees the day-to-day management of the Group with all powers, discretions and delegations authorised, from time to time, by the Board.
- iii. To provide effective leadership to the entire workforce by establishing an honest and disciplined work culture that result in productive output that deliver value to our shareholders as well as ensuring succession plans are in place through training and personal development of key staff in order that a healthy employer-employee relationship may be established towards a long-term human capital development of the Group.

- iv. To develop and recommend to the Board, the strategic business direction, plans and policies of the Group that leads to the creation of shareholders' value.
- v. To develop and recommend to the Board the operational plan and annual budget that support the Group's long-term strategy.
- vi. To ensure continuous improvement in the quality and value of the products and services provided by the Group.
- vii. To ensure that the Company or the Group achieves and maintains a satisfactory competitive position within its industry.
- viii. To formulate and oversee the implementation of major corporate policies.
- ix. To report to the Board periodically on the financial positions of the Group which include forecast results, market conditions and other developments as required from time to time.
- x. To serve as the chief spokesperson for the Group.
- xi. To be 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.
- xii. To bring material matters to the attention of the Board in an accurate and timely manner.

### **2.3 Board Committees**

The Board may from time to time establish Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities.

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

The Committees shall operate under clearly defined terms of reference. The Committees are authorised by the Board to deal with and to deliberate on matters delegated to them within their terms of reference.

## 2.4 Company Secretary

The Board appoints the Company Secretary(ies), who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.

The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.

The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognises the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required.

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.

## 3. BOARD PROCESSES

### 3.1 Board Meetings

The Board meets at least four (4) times a year, with additional meetings to be convened whenever necessary. The Directors receive notices of meetings, typically at least five (5) business days prior to the date of the meeting, setting out the agenda for the meetings, complete with a full set of Board Papers. The Board Papers provide sufficient details of matters to be deliberated during the meeting, and the information provided therein is not confined to financial data but includes also non-financial information, both quantitative and qualitative, which are deemed critical for the Directors knowledge and information in arriving at a sound and informed decision. Where necessary, senior management and/or external professionals may be invited to attend these meetings to clarify and/or explain matters being tabled.

Minutes of Board meetings together with decisions made by way of resolution passed are duly recorded and properly kept by the Company Secretary.

### 3.2 Directors' Training

The Directors are encouraged to attend relevant seminars and training programmes to equip themselves with the knowledge to effectively discharge their duties as Directors. In addition, individual directors are responsible for determining their continuous training needs to keep abreast of changes in both the regulatory and business environments as well as with new developments within the industry which the Group operates.



The Board will assess the training needs of the Directors and ensure Directors have access to continuing education programme. The Board shall disclose in the Annual Report the trainings attended by the Directors.

### **3.3 Directors' Remuneration**

The Board through Remuneration Committee establishes formal and transparent remuneration policies and procedures to attract and retain Directors. The Directors' remuneration is structured so as to link rewards to their corporate and individual performance. The Board recognises that levels of remuneration must be sufficient to attract, retain and motivate the directors of the quality required to manage the business of the Company and to align the interest of the Directors with those of the shareholders.

The Board will determine the level of remuneration of Board Members, taking into consideration the recommendations of the Remuneration Committee for the CEO and Executive Board Members.

Non-executive Directors 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.

### **3.4 Access to Information and Independent Advice**

The Directors have unrestricted access to information from the management, the Company Secretary, the outsourced Internal Auditors as well as the External Auditors of the Group in furtherance of their duties. If need arises, they are free to obtain independent professional advice at the Company's expense.

### **3.5 Investor Relations and Shareholder Communication**

The Board values the importance of the dissemination of information on major developments of the Group to the shareholders, potential investors and the general public in a timely and equitable manner. Quarterly results, announcements, annual reports and circulars serve as primary means of dissemination of information so that the shareholders are constantly kept abreast on the Group's progress and development. The Company's corporate website at [www.careplus.com](http://www.careplus.com) serves as one of the most convenient ways for shareholders and members of the public to gain access to corporate information, news and events relating to the Group.

The Board will ensure that the general meetings of the Company are conducted in an efficient manner and serve as a mode in shareholders communications. These include the supply of

comprehensive and timely information to shareholders and the encouragement of active participation at the general meetings.

The Annual General Meeting (“AGM”) remains as a principal forum used by the Group for communication with its shareholders. During the AGM, shareholders are accorded time and opportunity to query the Board on the resolutions being proposed and also matters relating to the performance, developments within and the future direction of the Group. Shareholders are also invited to convey and share their inputs with the Board. Where applicable, the Board will also ensure that each item of special business that is included in the notice of meeting is accompanied by a full written explanation of that resolution and its effects to facilitate its understanding and evaluation.

#### **4. CODE OF ETHICS AND CONDUCT**

The Code of Ethics and Conduct is to be observed by all Directors and employees of the Group and the core areas of conduct include the following:-

- i. Compliance at all times with the Code of Ethics and Conduct and the Board Charter.
- ii. Observe high standards of corporate governance at all times.
- iii. Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, including fair dealing and the ethical handling of conflicts of interest.
- iv. Not misuse information gained in the course of duties for personal gain or for political purposes.
- v. Uphold accountability and act in good faith and in the best interests of the Company and the Group.
- vi. Ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information.
- vii. Ensure full, fair, accurate, timely and understandable disclosure.
- viii. Declaration of any personal, professional or business interests that may conflict with responsibilities.

The Board will review the Code of Ethics and Conduct regularly to ensure that it continues to remain relevant and appropriate.

#### **5. REVIEW OF THE BOARD CHARTER**

The Board will review this Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law and practices. The Board Charter is made available for reference in the Company's website.

This Board Charter is reviewed and updated on 22 November 2018.