



**CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER**

1.0 INTRODUCTION

This Charter sets out the key corporate governance principles adopted by the Board of Directors (“Board”) of CAM Resources Berhad (“CAM or “the Company”) and its subsidiaries. In adhering to the responsibilities set out in this Charter, the Board members are expected to perform their duties with integrity, honesty and in a professional manner in accordance with the law, serving the interests of its shareholders, employees, clients, and the community.

The Board will carry out its mandate directly and through the various committees of the Board, and such other committees as it may establish from time to time.

The Board and Directors’ performance will be assessed annually based on the expectations set out in this Charter. With the various positions held by each Director on the Board, they are expected to meet the expectations set for each position as these are crucial to the long-term success of the Company.

This Charter serves as a reference for the Board members in executing their responsibilities and should be reviewed and revised in accordance with additional statutory or regulatory requirements. The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the regulatory frameworks applicable. The Charter is governed by, where applicable, the Companies Act 2016 (“Act”), Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”), Malaysian Code on Corporate Governance 2021 (“MCCG2021”), Constitution of the Company, regulatory and legislative requirements, and best practices on corporate governance.

2.0 OBJECTIVES

The objective of the Board is to essentially review, approve, and contribute to the long-term strategy of the company by bringing their experience and expertise onto the board.

Over and above, they are also responsible for monitoring the management’s implementation of the strategy. In this respect, they should evaluate, identify, and understand both the internal and external environments of the Company. In conclusion, ensuring that the Company is properly run underpins the fundamental Board function.

In addition to the above, their principal role is also to identify and retain Directors who are able to add value to the Board as well as to the Company.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

3.0 DUTIES AND FUNCTIONS

The Board is expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

In carrying out its functions whilst supportive of Management, the Board shall discharge its duties and responsibilities vested in it, which include:

- together with senior Management, promote a good corporate governance culture within the company that reinforces ethical, prudent and professional behaviour;
- review, challenge and decide on Management proposals for the Company, and monitor their implementation by Management;
- ensuring that the strategic plan of the company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- supervise and assess management performance to determine whether the business is being properly managed;
- ensuring there is a sound framework for internal controls and risk management;
- understand the principal risk of the company's business and recognise that business decisions involve the taking an appropriate risks;
- set the risk appetite within which the Board expects Management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- ensuring that senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and Senior Management;
- ensuring that the Company has in place procedures to enable effective communication with stakeholders;
- ensuring that all its directors are able to understand financial statements and formal view of the information presented; and
- ensure the integrity of the Company's financial and non-financial reporting.

Directors are expected to:

- (a) be aware of the environment the Group is operating in;
- (b) exercise reasonable care, skill and diligence by:
- (c) understand their oversight role, including the exercise of independent



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

4.0 BOARD SIZE AND COMPOSITION

- a. The Board should comprise individuals with the character, experience, integrity, competence, and timing necessary to effectively discharge their role as company director. The composition and size of the Board are such that they facilitate the making of informed and critical decisions.
- b. The number of Directors shall not be less than two (2) and not more than eleven (11). The appointment of Directors shall be recommended by the Nomination Committee (“NC”) and Remuneration Committee and approved by the Board. The NC shall apply the Directors’ Fit and Proper Policy before recommending the candidates to the Board for approval.
- c. At any one time, at least half of the Board members should comprise Independent Non-Executive Directors (“INED”), but in any event, at least two or one-third (1/3), whichever is the higher, of the Board members shall be INED.
- d. In the event of any vacancy on the Board, resulting in non-compliance with regulations on board composition, the Board must ensure that such a vacancy is filled within three (3) months.
- e. The Board may appoint a Senior Independent Non-Executive Director (“SINED”) to whom shareholders’ concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the Managing Director (“MD”) have failed to resolve them.

The Board may appoint the SID as the Chairman of the NC, unless a better candidate (another INED) is available.

- f. The positions of Chairman of the Board and MD shall be held by different individuals, and the Chairman must be a non-executive member of the Board. The Board must comprise a majority of INED whenever the Chairman of the Board is not an INED.

The Board recognises the importance of ensuring a balance of power and authority between the Chairman of the Board and the MD, with a clear division of responsibility between the running of the Board and the Group’s business respectively. The positions of Board Chairman and MD are separated and clearly defined.

In the event that the positions of Chairman of the Board and MD are held by the same person or in the absence of such positions, the Company shall provide explanation and justification in the Annual Report and corporate governance report of the Company.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- g. The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG2021 pertaining to the establishment of a gender diversity policy.

In reviewing the Board composition, the Board with the assistance of the NC, will take into consideration all aspects of diversity including age, gender, ethnicity, skills, experience, independence, cultural background, and the tenure of each director on the Board.

The Board shall endeavour to meet a target of at least thirty percent (30%) female directors on the Board to bring in a diversity of perspectives and encourage women's participation during the Board deliberation and decision-making process.

- h. Any Director must not hold more than five (5) directorships in public listed companies.

A Director shall notify the Chairman of the Board before accepting any new directorship in public listed companies. The Director shall give assurance to the Board of his/her continued time commitment to serve the Board and the new appointment shall not be in conflict with or compete with the existing appointment.

5.0 POSITION DESCRIPTION

5.1 BOARD CHAIRMAN

- a. The Board Chairman leads the Board and is responsible for the effective performance of the Board.
- b. The Board Chairman must be a non-executive director. If the Board Chairman is an executive director, the positions of the Board Chairman and MD must be held by different individuals.
- c. The Board Chairman shall not be a member of the Audit Committee, NC or Remuneration Committee to ensure there is check and balance as well as an objective review by the Board.
- d. The Board Chairman provides effective leadership in ensuring the effectiveness of the Board. The Board Chairman is responsible for:
- i. providing effective leadership to the Board by helping the Board fulfil the goals it sets by assigning specific tasks to the members of the Board;



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- ii. leading the Board in establishing and implementing of the Group's values, standards, and good corporate governance practices;
 - iii. ensuring the provision of accurate, timely, and clear information to Directors;
 - iv. ensuring appropriate steps are taken to provide effective communication with shareholders and relevant stakeholders, and their views are communicated to the Board as a whole;
 - v. facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between the Executive and Non-Executive Directors;
 - vi. acting as facilitator at meetings of the Board to ensure that no director, whether Executive or Non-Executive, dominate discussion, that appropriate discussion takes place, and that relevant opinion among directors is forthcoming;
 - vii. overseeing and facilitating the Board, Board Committees and individual Director evaluations, reviews, and succession planning alongside the Chairman of the NC;
 - viii. facilitating the ongoing development of all Directors;
 - ix. inculcate a positive culture throughout the Board.
- e. The Board Chairman, in consultation with the MD/CEO and the Company Secretary, sets the agenda for Board meetings and ensures that all relevant issues are listed on the agenda and the Board members receive complete and accurate information in a timely manner.
- f. The Board Chairman ensures effective and efficient conduct of the Board and that general meetings are conducted in an orderly manner, and is responsible for managing the business of the Board to ensure that:
- i. all Directors are properly briefed on issues arising at Board meetings;
 - ii. all Directors receive complete and accurate information in a timely manner;
 - iii. sufficient time is allowed for discussion of complex or contentious issues



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion;
- iv. the issues discussed are forward looking and concentrate on strategy; and
 - v. active participation and allow dissenting views to be freely expressed.
- g. The Board Chairman promotes constructive and respectful relations among Board members and manages the interface between the Board and Management.
- h. The Board Chairman ensures that Executive Directors look beyond their executive functions and accept their full share of responsibilities for governance.

5.2 MANAGING DIRECTOR (“MD”)

- a. The MD is primarily accountable for overseeing the day-to-day business operations and ensuring the smooth and effective running of the Group.
- b. The MD shall:
 - i. be person of high professional calibre and unquestionable integrity;
 - ii. be familiar with the Company’s performance, the adequacy of internal controls, risk management, and compliance with legal requirements as well as current matters and policies affecting the industry in general;
 - iii. devote full attention and time to his duties and responsibilities and be able to direct and supervise the Company’s industry in general effectively and responsibly; and
 - iv. at all times exercise professional skill, due care, and diligence when performing his functions, exercising his powers, or discharging his duties.
- c. The key roles of a MD, amongst others, include:
 - i. developing and implementing the short-term and long-term strategies for the Group and setting the overall strategic policy and direction of the Group’s business operations based on effective risk management and internal controls;
 - ii. ensuring that the financial management practise is performed at the highest level of integrity and transparency and that the business and



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations;
- iii. provides effective leadership to the Group and is responsible for ensuring high management competency and that an effective management succession plan is in place to sustain continuity of operations;
 - iv. keeping the Board fully informed of all important aspects of the Group's operations and ensuring sufficient information is distributed to Board members;
 - v. implements the policies, strategies, and decisions adopted by the Board. The authorities of the Board conferred on management are delegated through the MD and thus, this is considered the MD's authority and accountability as far as the Board is concerned; and
 - vi. conduit between the Board and management in ensuring the success of the Group's governance and management functions.
- d. In the absence of the MD, the Executive Director who is fully acquainted with the Company's affairs, will be the person who will be directly responsible for the overall running of the Company.

5.3 INDEPENDENT DIRECTOR

- a. An INED is independent of management and free of any business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement, and who otherwise meet the criteria for independence.
- b. An INED should declare to the Company annually that he complied with the criteria and definition of "Independent Director" set out in the MMLR.
- c. An independent director should:
 - i. provide and enhance the necessary independence judgement, experience and objectivity without being subordinated to operational considerations to mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Group;
 - ii. ensure effective checks and balances on the Board and carry significant weight in the decision-making process of the Board;



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- iii. constructively challenge and contribute to the development of business strategies and the direction of the Company to ensure the interests of all shareholders, and not only those of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board; and
- iv. ensure that adequate systems and controls to safeguard the interests of the Company are in place.
- v. With the assistance of the NC, the Board undertakes to assess the independence of the INEDs on an annual basis upon re-appointment or when any new interest or relationship develops.

5.4 SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

- a. The duties of the SINED shall include acting as a sounding board for the Chairman, an intermediary for other Directors when necessary, and the point of contact for shareholders and other stakeholders with concerns that have failed to be resolved or would not be appropriate to be communicated through the normal channels of the Chairman and/or MD.
- b. The selection of SINED is based on his experience and the significant influence he has within the Board, ability to convey the concerns of the INED to the other members of the Board and in the event of dissension between the Executive Directors of the Company in the execution of their duties as Independent Directors.

5.5 INDIVIDUAL DIRECTOR

- a. Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly, these include:
 - i. acting in good faith and in the best interests of the Company as a whole;
 - ii. acting with care and diligence and for proper purposes;
 - iii. avoiding conflicts of interest with the Group in a personal or professional capacity;
 - iv. refraining from making improper use of information gained through the



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

position of director and from taking improper advantage of the position of director;

- v. keeping abreast of business trends and environmental changes in the economic, political, social, legal, and regulatory climate that could affect the business of the Group; and
 - vi. devoting sufficient time to prepare for and attend all Board and Board Committees' meetings, attend necessary Directors' continuous training programmes and briefings.
- b. Directors will keep all Board information, discussions, deliberations, and decisions that are not publicly known confidential and will not use information gained through the Board for their own or their employers' interests.

6.0 GENERAL ROLES AND RESPONSIBILITIES

The Board shall assume, among others, the following roles and responsibilities:

- a. Reviewing the Code of Ethics and Conduct of the Group and implementing appropriate internal systems to support, promote, and ensure its compliance;
- b. Reviewing and adopting a sustainable strategic business development plan for the Group; The Board shall take appropriate action to ensure they stay abreast with and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities, and ensure that the Company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders;
- c. Regularly evaluating economic, environmental, social and governance issues and any other relevant external matters that may influence or affect the development of the business or the interests of the shareholders to ensure that the Group's strategies promote sustainability;
- d. Overseeing the conduct of the Group's business to evaluate whether the business is being properly managed;
- e. Reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes establishing a sound risk management framework, reviewing procedures to identify the main risks associated with the Group's businesses and the implementation or ratification of appropriate systems to manage the



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- risks and to monitor the internal control systems from time to time;
- f. Together with the Senior Management, promoting good corporate governance culture within the Group that reinforces ethical, prudent, and professional behaviour, including a code of ethics and conduct, policies and procedures on anti-corruption, whistleblowing, managing conflict of interest, managing material sustainability risks, and a policy on board diversity including gender diversity;
 - g. Reviewing, constructively challenging and making decisions on the investment and development proposals of the Group and monitoring the implementation of these proposals;
 - h. Ensuring all candidates appointed to Senior Management positions are of sufficient caliber, and evaluating the necessary skills, expertise and performance of the Senior Management from time to time with the assistance or guidance of the NC and Remuneration Committee;
 - i. Reviewing the procedures for the appointment of Chairman and Senior Management and ensuring that succession planning for the future Chairman, Executive Directors and Senior Management is in place;
 - j. Establishing an internal audit function which reports directly to the Audit Committee;
 - k. Reviewing the adequacy and integrity of the Group's management information and internal control systems and ensuring there is an adequate group wide framework for co-operation and communication between the Company and its subsidiaries to enable it to discharge its responsibilities, including oversight of group financial and non-financial performance, business strategy and priorities, risk management including material sustainability risks, and corporate governance policies and practices;
 - l. Ensuring its members have access to information, advice, and appropriate continuing education programmes;
 - m. Reviewing and approving formal and transparent remuneration policies and procedures to attract and retain Directors and Senior Management;
 - n. Ensuring there are formal and transparent corporate disclosure policies and procedures, including but not limited to anti-corruption and whistleblowing in identifying and combating illegal, unethical, and questionable practises within the Group;
 - o. Encouraging the use of information technology in communicating with the Group's



**CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER**

- stakeholders and/or other stakeholders;
- p. Taking reasonable steps to encourage the shareholders' participation and voting by poll at general meetings of the Company/Group;
 - q. Promoting effective communication and proactive engagements with shareholders and/or other stakeholders of the Group;
 - r. Undertaking an annual assessment of the INEDs;
 - s. Overseeing the Company's policies as a whole and the standards in the workplace while ensuring appropriate internal systems are in place to support, promote and ensure their compliance; and
 - t. Ensuring the integrity of the Group's financial and non-financial reporting.

7.0 BOARD APPOINTMENT

7.1 Nomination

- a. The Group should ensure that all Directors (including MD) are of high calibre, have sound judgment, high level of integrity and credibility as they are entrusted by the shareholders to manage and perform effectively.
- b. All nominations of candidates for the positions as Directors and MD must be submitted to the NC for consideration. The NC shall apply the Directors' Fit and Proper Policy standards before recommending the candidates to the Board for consideration and approval.
- c. In identifying the candidates for appointment of Directors, the Board shall not solely rely on the recommendations from the existing Board members, Senior Management or major shareholders and shall also utilise independent sources to identify qualified candidates.

7.2 Re-election

- a. An election of Directors shall take place each year, contingent on a satisfactory evaluation of the Director's performance and contribution to the Board.
- b. All Directors are subject to retirement by rotation at least once every three years and are eligible for re-election.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- c. New Board members will only hold office until the next annual general meeting of the Company and are eligible for re-election.

7.3 Retention/ Re-designation of an independent director with a cumulative term of more than nine (9) years

- a. The tenure of an INEDs shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, an INED may continue to serve on the Board subject to the re-designation of Director as a Non-Independent Non-Executive Director (“NINED”).
- b. Otherwise, upon the recommendation of the NC, the Board shall justify and seek shareholders’ approval through a two-tier voting process in the event that the Board desires to retain a person who has served in that capacity for more than nine (9) years as an INED.

Further, the long serving Director is required to declare to the Company/Group annually that he or she complies with the independence criteria as stated in the item 5.3 above.

- c. The voting process for the resolution on continuance to act as an INED beyond nine (9) years shall be carried out by two-tier voting pursuant to the MCCG2021, as amended from time to time, including any re-enactment thereof.

Under the two-tier voting process, shareholders’ votes will be cast in the following manner at the same shareholders meeting:

- Tier 1: only the large shareholder of the Company to vote; and
- Tier 2: shareholders other than large shareholders to vote.

The resolution is deemed successful if both Tier 1 and Tier 2 votes support the proposed resolution.

8.0 ASSESSMENT, COMMITMENT AND DEVELOPMENT

8.1 Directors’ Assessment / Board Evaluation

- a. The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Board committees. The Board reviews and evaluates its own performance and the performance of its committees on an



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

annual basis.

- b. The Board evaluation comprises a Board Assessment, Board Committee Assessment, an Individual Director Self-Assessment, and an Assessment of independence of Independent Directors.
- c. The Board undertakes to assess the independence of the Independent Directors on an annual basis.
- d. The criteria for assessing the independence of an Independent Director include the relationship between the Independent Director and the Company and his involvement in any significant transaction with the Company.

8.2 Directors' Commitment

- a. Each of the Board members is expected to commit sufficient time to carry out their role as Directors and/or as members of the Board committees in which they are members. In this regard, the Board members are expected to advise the Chairman of the Board, vice versa, of his/her intention to join the Board of another company outside the Group and indicating the time that will be spent on the new appointment. If necessary, the Chairman will consult with the rest of the Board members to determine whether the proposed new appointment is likely to impair the Director's ability to devote the necessary time and focus to their role as a Director of the Company.
- b. The Board is also required to keep abreast of changes in regulatory, laws and accounting standards and developments in corporate governance, broad business trends, strategy, financial instruments, and technology advancement through the reading of relevant industry and business publications and/or attending training programmes and relevant conferences. Board that is well informed would be in a better position to evaluate proposals made by Senior Management and ask the right questions; hence, being more effective as Directors.

8.3 Directors' Training and Development

- a. All Directors must attend and complete the Directors' Mandatory Accreditation Program pursuant to the MMLR as prescribed by Bursa Securities.
- b. All Directors must abide by the Continuing Education Program requirement pursuant to the MMLR.
- c. The Board or the NC shall evaluate and determine the training needs of the Board



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

members on a continuous basis.

- d. The training and seminar programmes to be attended by the Directors must be relevant and useful in contributing to the effective discharge of their duties as Directors and sustaining active participation in the Board's deliberations.
- e. All Directors may request that training programmes on specific subjects be arranged.
- f. The Board shall disclose in the Annual Report the trainings attended by the Directors.

9.0 BOARD/MANAGEMENT AUTHORITIES

The Board shall have the authority to approve those transactions and/or activities that are beyond the individual discretionary powers of senior officers or senior management delegated by the Board as per the Approving Authority limits stipulated in the relevant policy manuals of respective operating units subject to the provisions of the Constitution of the Company.

10.0 BOARD COMMITTEES

The Board should establish and delegate certain duties to specialised Board Committees to oversee critical or major functional areas and address matters, that require detailed review or in-depth consideration before tabling their recommendation to the Board for approval.

The Board has established the following Board Committees which operate within their specific terms of reference:

- a. NC
 - i. To establish a structured oversight process in recruiting, retaining, training and developing individuals qualified to become Board members to ensure the best composition of the Board.
 - ii. To provide a formal and transparent procedure for the appointment of directors as well as an annual assessment of the effectiveness of individual directors, Board Committees, the Board as whole, and Senior Management, including a review of the performance of the Board and Senior Management in addressing the Company's material sustainability risks and opportunities.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- iii. To keep an eye on the need for succession in the boardroom, identify suitability of candidates against considerations such as competencies, commitment, contribution and performance, including the current composition of Board and Board committees, mix of skills and experiences of Directors whilst taking into account the current and future needs of the Company, Boardroom diversity (including gender diversity) and other soft attributes required as Company Directors for Board's consideration and approval.

- b. Remuneration Committee ("RC")
 - i. To provide a formal and transparent procedure for developing remuneration policy for directors and key senior management officers and ensuring that compensation is competitive and consistent with the Company's culture, objectives and strategy.
 - ii. To assist the Board in developing and administering a fair and transparent remuneration policy for Directors and Senior Management of the Company to attract, retain, and motivate Directors and key senior management to drive Group's long-term success and growth.
 - iii. To review and recommend to the Board the remuneration of Non-Executive Directors taking into account the level of expertise, commitment, and responsibilities undertaken.
 - iv. To review and recommend to the Board the total individual remuneration package for Executive Directors and key Senior Management including where appropriate bonuses, incentive payments within the terms of the agreed upon remuneration policy and based on individual performance, ensuring that compensation is competitive and consistent with the Company's objectives and strategy.

- c. Audit Committee ("AC")
 - i. To provide independent oversight of the Company's financial reporting and internal control system, ensure checks and balances within the Company, and ensure financial statements comply with applicable financial reporting standards.
 - ii. To play a key role in the Group's governance structure and rigorously challenge and ask probing questions relating to risk management and internal controls systems, financial and accounting records and policies as well as integrity in financial reporting practises and policies of the Company.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- iii. To review and assess the suitability and independence of the External Auditors and Internal Auditors.
 - iv. To determine the risk appetite and oversee the quality, integrity and effectiveness of the risk management and internal control systems of the Group.
 - v. To review the response of management to the recommendation proposed by the Internal Auditors and the External Auditors.
- d. Board Risk Management Committee
- i. To assist the Board in overseeing the risk management process within the Group, leading the Group's strategic direction in the management of the Group's business risks, establishing and implementing a risk management framework, and reviewing the effectiveness of the risk management framework.
 - ii. To ensure that appropriate risk management and internal control procedures are in place.
 - iii. To determine the risk appetite of the Group and to oversee the quality, integrity, and effectiveness of the risk management and internal control systems, and to ensure the Group maintains a sound risk management and internal control systems.

The Board Committees will deliberate and examine issues in greater detail within their respective Terms of Reference and make their necessary recommendations to the Board, which retains full responsibility.

The Board may also delegate specific functions to ad hoc committees, a director, employee or another person, as and when required.

The duties and functions of the above-mentioned committees are provided in their respective terms of reference.

11.0 BOARD PROCEDURES

- a. The conduct of directors shall be consistent with their duties and responsibilities to the Company/Group and, indirectly, to the shareholders. The Board shall always act within any limitations imposed by the provisions of relevant laws and guidelines on its activities;
- b. The Directors shall use their best endeavours to attend Board meetings. The Directors are expected to participate fully, and contribute constructively in Board discussions, decision-



**CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER**

- making, and other activities and to bring their particular knowledge, skills and abilities to the Board;
- c. The Directors who are not able to attend a meeting shall notify the Board Chairman at an earlier date as possible and confirm in writing to the Secretary/Management;
 - d. The Board discussions and decision-making shall be open and constructive, recognising that genuinely held differences of opinion could bring greater clarity and lead to better decisions. The Chairman shall, nevertheless, seek the consensus of the Board but may, where considered necessary, call for a vote;
 - e. All Board discussions and their records shall remain confidential unless there is a specific direction from the Board to the contrary, and/or disclosure is required by law or relevant authorities. Subject to legal and regulatory requirements, the Board shall decide the manner and timing of the publication of its decisions; and
 - f. The Directors are expected to strictly observe the confidentiality of the Group's information.
 - g. Directors are required to inform the Board of his/her conflicts or potential conflicts of interest that may arise from a business item or transaction. Subject to the provisions of relevant laws and guidelines, the Directors shall abstain from deliberation and determination of those matters.

12.0 AUTHORITY

The Board shall within its terms of reference:

- a. have complete, adequate, and timely information prior to Board meetings and on an ongoing basis;
- b. have the resources required to perform its duties;
- c. have full and unrestricted access to any information pertaining to the Group;
- d. have the authority to form Management / sub-committee(s) if it is deemed necessary and fit;
- e. have the authority to delegate any of its responsibilities to any person or Board committee(s) if it is deemed fit;



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- f. have direct communication channels with employees, senior management personnel, and relevant external parties; and
- g. be able to obtain independent professional or other advice.

13.0 BOARD MEETINGS AND MINUTES

Subject to the relevant laws and guidelines, the following should be observed by the Board:

- a. the Board shall meet on a quarterly basis, but in any event, no less than once every three (3) months, or whenever deemed necessary;
- b. every director must attend at least 50% of the total Board meetings held during each financial year, or such other percentage as may be prescribed by MMLR of the Bursa Securities;
- c. the quorum of the Board meetings shall be two (2) pursuant to the Constitution of the Company;
- d. the Board and Board Committees are allowed to approve resolutions in writing by circulating the resolutions to all members and the Board and/or Board Committees return the duly signed resolutions to indicate their approval;
- e. the Board may participate in a Board meeting by means of conference telephone, conference videophone or any similar or other communications equipment by which case all persons participating in the Board meeting can hear each other. Such participation in a Board meeting shall constitute presence in person at such a meeting.
- f. All decisions at such Board meeting shall be decided on a show of hands based on a majority of votes. In the case of an equality of votes, the Board Chairman shall be entitled to a second or casting vote in addition to the vote to which he is entitled as a Board member, except where two Directors form a quorum, or at which only two Directors are competent to vote on the question at issue, and shall not have a casting vote;
- g. Heads of the respective division units and relevant management personnel and external independent advisors may be invited to attend the Board meetings at the invitation of the Board as and when the need arises;
- h. The Company Secretary or his/her nominee shall be in attendance at each Board Meeting and record the proceedings and minute all the resolutions, including the names of all attendees of the Board meeting thereat. The Company Secretary shall be responsible for



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

keeping the minutes of Board meetings and circulating them promptly to all Board members and the minutes of Board meetings shall be taken and documented;

- i. Meetings of the Board shall be called by the Secretary of the Board at the request of the Board Chairman based on planned calendar dates. Notice of each meeting confirming the venue, time, and date, together with an agenda of items and its supporting papers to be discussed, shall be forwarded to each member of the Board, no later than seven (7) days before the date of the meeting;
- j. Except in the case of an emergency, reasonable notice of every Board meeting shall be given in writing not later than four (4) hours day before the date of Board meeting shall be served on the Board either personally or by fax or e-mail, or by post or courier to his/her registered address as appearing in the Register of Directors or to the address provided by the Board member, as the case may be; and
- k. the meeting papers and/or other relevant information to be discussed shall be supplied to all Board members at least five (5) days prior to the Board meeting in order for them to discharge their duties and responsibilities effectively.

14.0 GENERAL MEETING/ MEETING OF MEMBERS

- **ANNUAL GENERAL MEETING (“AGM”)**
- **EXTRAORDINARY GENERAL MEETING (“EGM”)**

- a. The Board regards the general meeting as an important event in the corporate calendar, which all Directors and key senior management shall attend.
- b. The Company/Group regards the general meeting as the principal forum for dialogue with shareholders and aims to ensure that the general meeting provides an important opportunity for effective communication with, and to receive constructive feedback from, the Company's shareholders.
- c. The Chairman shall encourage active participation by the shareholders during the general meeting. The Chairman shall inform the shareholders that any resolution set out in the notice of any general meeting, or in any notices of resolution which may properly be moved and is intended to be moved at any general meeting is voted by poll at the commencement of any general meeting.
- d. Notice of a general meeting shall be given to the shareholders at least twenty-eight (28) days prior to the meeting.
- e. The Company shall ensure that the conduct of general meetings supports meaningful



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

engagement between the Board, Senior Management and shareholders. The Chairman and, where appropriate, the MD shall respond to the shareholders' queries during the general meeting. Where necessary, the Chairman shall undertake to provide a written answer to any significant question that cannot be readily answered at the general meeting.

- f. The Company shall circulate to shareholders the complete minutes of the general meeting detailing the meeting proceedings, including issues or concerns raised by shareholders and responses by the Company no later than 30 business days after the completion of the general meeting.
- g. The Company will leverage technology to facilitate:
 - i. Voting including voting in absentia; and
 - ii. Remote shareholders' participation at general meetings.
- h. The Company will take the necessary steps to ensure good cyber hygiene practices are in place, including data privacy and security measures to prevent cyber threats.
- i. The Board will consider requisitions by shareholders to convene an EGM or any other urgent matters requiring immediate attention by the Company.

15.0 REMUNERATION OF DIRECTORS

- a. The Company/Group aims to set remuneration at levels that are sufficient to attract and retain the Directors needed to run the Company/Group successfully, by taking into consideration all relevant factors, including the function, workload, and responsibilities involved, but without paying more than is necessary to achieve this goal.
- b. The level of remuneration for the Executive Directors is determined by the RC after giving due consideration to the compensation levels for comparable positions among other similar industries.
- c. Non-Executive Directors are entitled to participate in the Company's Share Issuance Scheme subject to the approval at a general meeting. Non-Executive Directors who participated in the Share Issuance Scheme are prohibited to sell, transfer or assign his/her entitled shares within one (1) year from the date of the offer of such options.
- d. No Director other than the MD and Executive Directors shall have a service contract with the Company/Group.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- e. The review of the Directors' remuneration will be carried out by the RC on an annual basis for the approval of the Board prior to recommending the same to the shareholders for approval at the AGM of the Company.
- f. A formal, independent review of the Directors' remuneration is undertaken no less frequently than once every three (3) years.

16.0 DECLARATION OF INTEREST/CONFLICT OF INTEREST

- a. The Directors of the Group shall establish policies and procedures to manage potential conflict of interest situations, including potential conflict of interest between any Director and the Company/Group; and between the Company and Group.
- b. The Constitution of the Company stipulates that a Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare his/her interest in accordance with the provisions of the Companies Act 2016. The Director concerned shall not participate in deliberations and shall abstain from voting on any matter arising therefrom.

Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interests of the Company.

- c. If a conflict or potential conflict situation exists, it is required that the conflicted Director be absent from the meeting whilst the Board discusses the matter and does not vote on the matter, unless the other directors who do not have a material personal interest in the matter have passed a resolution that states that those directors are satisfied that the interest should not disqualify the Director from being present.
- d. The Directors are expected to advise the Company Secretary of any proposed Board or executive appointment to other companies as soon as practicable.
- e. A director of the Company/Group must not accept a benefit from or provide a benefit to a third party by reason only of:
 - i. him being a director; or
 - ii. him doing something or refraining from doing anything as a Director;

Unless he/she is permitted to do so by the Company/Group's Constitution to the Group's code of conduct, and it is not contrary to any written law.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

17.0 INDEPENDENT ADVICE

- a. The Directors shall have access to management for relevant and additional information or to seek explanations, as and when required. At the request of the Board, Management is obliged to supply, in a timely manner, all relevant information to enable Directors to make sound business judgments and discharge their duties more effectively.
- b. A Director of the Company/Group is entitled to seek independent professional advice at the Company/Group's expense on any matter connected with the discharge of their responsibilities. Individual Directors may also obtain independent professional or other advice in furtherance of their duties, subject to the consent and approval of the Board Chairman or the Board, depending on the quantum of the fees involved.

18.0 FINANCIAL REPORTING

- a. Transparency
 - i. In preparing the annual financial statements and quarterly announcements to the shareholders, including price-sensitive public reports and reports submitted to the regulators, the Board aims to present a clear and balanced assessment of the Company's financial position and future prospects.
 - ii. The Board ensures that the financial statements are prepared in accordance with the applicable act and applicable accounting reporting standards, so as to give a true and fair view of the state of affairs of the Group and the Company.
 - iii. The practice of the Group is to announce its quarterly financial results as early as possible, within two (2) months after the end of each quarterly financial period to Bursa Securities.
 - iv. The Auditors' Report shall contain a statement from the External Auditors explaining their responsibilities in forming an independent opinion in accordance with their audits of the financial statements.
- b. External Auditors
 - i. The Board shall work on the formal and transparent arrangements for considering the application of financial reporting and internal control principles and maintaining a proper relationship with the External Auditors through its AC.
 - ii. The AC shall continuously review the scope and results of the audits performed, the



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

cost of effectiveness, and the independence and objectivity of the External Auditors to ensure the External Auditors do not supply a substantial volume of non-audit services to the Group.

- iii. Appointment of External Auditors is subject to the approval of shareholders at general meetings. The External Auditors shall retire and be subject to reappointment by the shareholders during the AGM, subject to the approval of every year re-appointed by shareholders for the ensuing year.

19.0 BENEFICIAL INFLUENCE ON COMMUNITY

The Board has a continuing responsibility to the community to ensure that the Company's activities are conducive to promoting the economic well-being of its community and are in line with the government's economic objectives.

20.0 COMPANY SECRETARY

- a. The Board appoints the Company Secretary and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- b. The Company Secretary or his/her nominee shall be in attendance at each Board meeting and record the proceedings of the Board meeting thereat and minute the resolutions.
- c. The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters.
- d. The Company Secretary is a central source of information and guidance to the Board and its Committees on issues relating to compliance with the Companies Act 2016, Listing Requirements, rules and regulations, procedures and regulations affecting the Company.
- e. The Company Secretary shall guide Directors as to their obligations to adhere to matters relating to:
 - i. Disclosure of interest in securities;
 - ii. Disclosure of any conflict of interest in a transaction involving the Company;
 - iii. Prohibition on dealing in securities; and
 - iv. Restriction on disclosure of price-sensitive information.
- f. The Company Secretary must keep abreast of, and inform, the Board of current



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

governance practices.

- g. The Board members have unlimited access to the professional advice and services of the Company Secretary.

21.0 STAKEHOLDERS OF THE COMPANY

The Company has established channels such as engagement forums or the use of electronic means (corporate website and email) to undertake active engagements with the relevant stakeholders, for example, employees, shareholders, potential investors, and consumers, to gain a better understanding of the expectations and concerns (if any) of these stakeholders and the Company's impact on them.

a. Shareholders

- i. The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company and adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- ii. The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations, in addition to the various announcements made during the year.
- iii. The Company leverages information technology for the effective dissemination of information. The Company's website provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

b. Other Stakeholders

In the course of pursuing the vision and mission of the Company, the Board recognises that no Company can exist by maximising shareholders value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

c. Employees

- i. The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the vision and mission of the Company.
- ii. The Company has made an effort to provide a high quality, healthy, and safe work environment to employees as well as the Group's stakeholders. The Group continues to adhere the industry and health policies in order to ensure that a safe



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

and healthy working environment is provided to the employees of the Group at all times.

- iii. Opportunities will be given to the Group's employees to attend external and on-the-job training to enhance their skills, knowledge, and personalities.

d. Environment

- i. The Board acknowledges the need to safeguard and minimises the impact on the environment in the course of achieving the Company's vision and mission.
- ii. The Company continues to promote environmentally conscious work practises in order to reduce environmental impact, enhance energy efficiency, and promote recycling wherever possible. The Group complies with environmental laws and regulations.

e. Social Responsibility

- i. The Board acknowledges that the Company has a continuing responsibility towards the community to ensure that the Company's activities are conducive to promoting the economic well-being of the community and are in line with the government's economic objectives. The Company shall play a vital role in contributing towards the welfare of the community in which it operates.
- ii. The Company maintains its commitment to its policy of satisfying customers by conducting its business with integrity and providing them with quality products.
- iii. The Company makes contributions, and donations and participates in charity events such as fund-raising activities for schools and local community associations, as well as providing practical training for university students during the financial year.

f. Company's sustainability risks and opportunities

- i. The Board will proactively consider sustainability issues such as health and safety, data governance and privacy as well as climate action when it oversees the planning, performance, and long-term strategy of the company, to ensure the Company remains resilient, is able to deliver durable and sustainable value, as well as maintain the confidence of its stakeholders.
- ii. Management will integrate sustainability considerations into the day-to-day operations of the Company and ensure the effective implementation of its Company's sustainability strategies and plans.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- iii. The Board and Management will continuously engage and consider the views of their internal and external stakeholders to better understand and manage the Company's sustainability risks and opportunities.
- iv. The Company's sustainability strategies, priorities as well as targets and performance against these targets, will be communicated to the employees so that they are aware of and understand the Company's approach to sustainability ('what we do and why we do it').
- v. The Company will inform the external stakeholders through the appropriate means, such as engagements and company disclosures. This includes how close (or far) the Company is from achieving its targets, and actions the company has taken or will take to address any gaps.

22.0 BOARD DIVERSITY POLICY

The Board acknowledges the importance of boardroom diversity and the recommendation of the MCCG2021 pertaining to the establishment of a gender diversity policy.

The Board promotes and embraces diversity and gender mix in its composition and believes that the presence of diverse ethnicities, nationalities, age, and gender mixes on the Board can widen the Board's perspectives in effectively discharging its duties and responsibilities. While promoting diversity, due recognition of the financial, technical, experience, and skill sets of the Director's concern and business imperative shall remain a priority.

The Company has adopted a policy of non-discrimination on the basis of race, age, religion, and gender. Thus, the Board encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with competency, skills, experience, character, time commitment, integrity, and other qualities in order to meet the future needs of the Company.

23.0 STRATEGIES AND POLICIES

The Board oversees the Company's strategies and policies as a whole. This includes the Code of Ethics and Conduct, Whistle Blowing Policy, Succession Planning Policy, Board Diversity Policy, Anti-Corruption Policy and other significant policies recommended under the MCCG2021:

- a. Code of Ethics and Conduct (Appendix A) promotes ethical values and standards in the workplace while ensuring appropriate internal systems are in place to support, promote, and ensure its compliance.



CAM RESOURCES BERHAD [REGISTRATION NO. 200001032704 (535311-D)]
- BOARD CHARTER

- b. Whistleblowing Policy (Appendix B) sets the appropriate communication channels to facilitate whistleblowing by employees, customers, suppliers, and other stakeholders.
- c. Succession Planning Policy (Appendix C) ensures the continuity of Management and leadership in the Company.
- d. Board Diversity Policy (Appendix D) encourages a dynamic and diverse composition by nurturing suitable and potential candidates equipped with competency, skills, experience, character, time commitment, integrity and other qualities in order to meet the future needs of the Company.
- e. Anti-Corruption Policy (Appendix E) commits to conducting business lawfully and ethically by placing adequate policies and procedures for preventing corruption.
- f. Directors' Fit and Proper Policy (Appendix F) to ensure that each of the directors has the character, experience, honesty and integrity, competence and capability, financial soundness, and time to effectively discharge his/her role as a Directors of the Company.

24.0 REVIEW OF THE BOARD CHARTER

The Board will review, assess, update this Board Charter from time to time or as and when there are changes to the Malaysian Code on Corporate Governance 2021 and the MMLR of Bursa Securities, and any other regulatory requirement that may be applicable or have an effect on the responsibilities of the Board, or any changes to the direction or strategies of the Group that may affect the Board's roles and responsibilities.

Any updates to the principles and practices set out in this Board Charter will be made available on the Company's website.

This Board Charter was reviewed and approved by the Board on 17 November 2022.