ANCOM LOGISTICS BERHAD **Registration No.: 196601000150 (6614-W)** **(Incorporated in Malaysia)**	Date of Revised Statement	29 July 2026
	Approved by the Board of Directors	29 September 2026
	Supersedes	Board Charter dated 11 July 2024

BOARD CHARTER

1. INTRODUCTION

This Board Charter is designed to provide the Board of Directors (collectively the "Board" and individually the "Director(s)") of Ancom Logistics Berhad (""Company") with greater clarity regarding the roles of the Board; the responsibilities of Directors of the Company in carrying out their roles and discharging their duties to the Company and its subsidiaries ("Group"); and the Board's operating practices. It establishes a framework for effective governance aligned with the key values, principle and ethics of the Company.

This Board Charter incorporates the Principles and Practices of the Malaysian Code on Corporate Governance ("MCCG"), the Companies Act 2016 ("Act"), the Company's Constitution and the ACE Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

All Directors are expected to uphold high standard of integrity, professionalism and stewardship in accordance with good corporate governance practices.

The Board is committed to adopting a governance framework that promotes long-term value creation, accountability and sustainability, consistent with the MCCG and the relevant Bursa Securities' Sustainability Reporting Framework.

2. PURPOSES

The Board Charter sets out the authority, roles, composition and functions of the Board to assist Directors in understanding and fulfilling their fiduciary duties effectively in overseeing the managing of the Company's affairs.

It serves as a guide to :

- Define the Board's leadership role and decision-making authority;
- Clarify the relationship between the Board and Management; and
- Reinforce accountability, integrity and sustainability in the Group's governance structure.

3. THE BOARD

3.1. Size and Composition

The Company's Constitution provides for a minimum of two (2) and a maximum of eleven (11) Directors on the Board. In accordance with the Listing Requirements, at least two (2) Directors or one-third (1/3) of the total Board members, whichever is the higher, must be Independent Directors. The Board shall comprise at least 50% Independent Directors in line with MCCG Practice 5.2, in the event that the Chairman is not independent, a majority of the Board shall be Independent Directors. In the event of any vacancy in the Board resulting in non-compliance with the aforesaid provision, the Company must fill the vacancy within three (3) months from the occurrence of the event.

The Board is led by an Non-Independent Chairman, supported by the Executive Vice Chairman ("EVC") and Executive Director – Logistics and the Unit Heads, the roles of the Chairman and EVC are distinct and clearly delineated to ensure a balance of power and authority. The roles of Chairman and EVC held by separate individuals to ensure a clear division of responsibilities

The Board shall comprise individuals with diverse professional backgrounds, experience and expertise, encompassing business management, law, finance, economics, corporate governance, and marketing. Diversity in gender, age and ethnicity shall also be taken into consideration in line with the Company's Diversity Policy.

To maintain independence and objectivity, a majority of the Board shall compose of Non-Executive Directors ("NEDs"), with a sufficient number of Independent Non-Executive Directors ("INEDs") who bring impartial judgement and oversight on Board deliberations. INEDs should participate actively in the Board Committees of the Company.

All Directors must notify the Chairman before accepting any new directorship in other companies including a declaration of expected time commitment that will be spent on the new appointment. They must comply with the Listing Requirements' limit on the number of directorships held in public listed companies.

The Remuneration & Nomination ("R&N") Committee is entrusted by the Board to review the composition, mix of skills, experience and effectiveness of the Board as a whole and the Board Committees, and to assess the performance and contribution of each individual Directors.

3.2. Duties and Responsibilities of the Board

The Board is collectively responsible for the Group's overall strategic direction, business and financial performance, risk management, internal control and management, information systems and investor relations. The principal duties and responsibilities of the Board are as follows:

- Formulating and approving the Group's strategic direction, ensuring alignment with long term value creation;
- Overseeing governance of sustainability, including environmental, social and governance ("ESG") strategies;
- Reviewing and approving major business investments, funding decisions and operation policies;
- Monitoring financial and non-financial performance and ensuring the integrity of reporting;
- Ensuring robust risk management, internal control and compliance framework;
- Overseeing succession planning for Directors and key senior management;
- Upholding ethical conduct and corporate governance throughout the Group; and
- Maintaining effective communication with stakeholders
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3.3. Board Reserved Matters

The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters:-

i. Strategic planning and sustainability matters;
ii. Budget and performance reviews;
iii. Quarterly financial results and audited financial statements;
iv. Dividend policy or declaration of dividends;
v. Material capital expenditures;
vi. Major capital expenditure, borrowings and corporate exercises;
vii. Treasury policies; Authority matrix;
viii. Key human resources issues; and
ix. Related party transactions and conflict of interest matters involving substantial shareholders or Directors.

3.4. Duties and Responsibilities of Individual Directors

A Director shall at all times act honestly, with integrity and in good faith use reasonable care, skill and diligence in the discharge of the duties of his office in the best interest of the Company. He must l not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

3.5. Roles of the Chairman

The Chairman carries out a leadership role and is primarily responsible for ensuring the Board's effectiveness and conduct in discharging its responsibilities as well as instilling good corporate governance practices.

The principal duties and responsibilities of the Chairman are as follows:

- Providing leadership for the Board so that the Board can perform its responsibilities effectively;
- Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- Leading Board meetings and promoting active and constructing discussions;
- Ensuring effective communication with shareholders and; and
- Leading the Board in the adoption and implementation of good corporate governance practices in the Company.

~~3.6~~ Roles of EVC

The EVC is responsible for implementing the strategic directions approved by the Board and for managing the Group's operations.

The core responsibilities of the EVC include:-

- Strategy execution and business development, monitoring and tracking;
- Financial and operation performance;
- Human resources management;
- Risk management; and
- Stakeholder management.

The EVC is supported by the Executive Director-Logistics and the Management team which consists of the Chief Financial Officer and the Head of various divisions. EVC is ultimately accountable for overall operations and financial performance of the Group.

3.7 Roles of NEDs

NEDs act as a channel of communication between management, shareholders and other stakeholders. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied. To discharge their duties effectively, NEDs need to be sound in judgement and to have an inquiring mind. They should question intelligently, debate constructively, challenge rigorously and decide dispassionately.

The responsibilities of NEDs are, amongst others:-

- reviewing strategy and performance;
- Ensuring accuracy of financial and risk reporting; and
- Safeguarding shareholders and stakeholders' interests.

3.8 Board Committees

The Board may from time to time establish Board Committees as it considers appropriate to assist in carrying out its duties and responsibilities.

The Board has established an Audit Committee, and a R&N Committee which are entrusted with specific responsibilities to oversee the affairs of the Company. These Committees are authorised to act within the delegated authority on behalf of the Board in accordance with their respective Terms of Reference, which are available on the Company's website *at www.ancomlogistics.com.my*.

The Board Committees do not make decision on behalf of the Board.

3.9 Board Meetings

Board meetings are held at least quarterly, with additional meetings convened as and when necessary, as determined by the Chairman or the EVC. The conduct of Board meetings shall be in accordance with the provisions of the Company's Constitution.

At the end of each calendar year, the Company Secretaries shall prepare a proposed schedule of meetings for the Board, Board Committees and the Annual General Meeting ("AGM") for the following calendar year. This enables the Directors to plan their attendances at the scheduled meetings well in advance. Notice of all Board and Board Committees' meetings shall be circulated at least seven (7) days prior to the meeting. In exceptional or urgent circumstances, a shorter period may be permitted, provided that the issue to be deliberated is of an urgent nature.

Prior to each Board/Board Committee meeting, Directors will be provided with a formal agenda and comprehensive meeting papers which may include, inter-alia, minutes of previous meetings, operational and financial performance reports, details of corporate proposals, quarterly Interim Financial Reports, annual Audited Financial Statements, reports from Board Committees, Internal Audit Reports and other relevant materials. The

Company Secretaries should ensure that meeting materials are circulated to the Directors at least five (5) business days before the meetings to allow sufficient time for review. Directors are expected to read the materials in advance to facilitate informed and effective deliberations.

Directors may participate in Board or Board Committees meeting either in person or by means of teleconference, videoconference, electronic or other communication facilities that enables all participants to communicate simultaneously and instantaneously. Participation through such electronic means shall be deemed equivalent to physical attendance and shall count toward the quorum, notwithstanding that the Director is not physically present at the venue of the meeting. For the avoidance of doubt, the meeting shall be deemed to take place at the place where the Chairman is present at the commencement of the meeting.

The Board ensures that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including key issues discussed dissenting views (if any), the substance of inquiries and responses, members' suggestions, the rationale for decisions made, and any abstentions due to conflict of interest. The Company Secretaries shall circulate the draft minutesto the Directors for review and comments in a timely manner.

All Directors must comply with the minimum 50% attendance requirement imposed under the Listing Requirements. Senior management and, where necessary, external parties such as auditors, solicitors, advisers or consultants may be invited to attend Board meetings to provide clarification or additional information on matters within their areas of responsibility, thereby assisting the Board in making informed decisions.

Decisions of the Board shall be determined by a simple majority of votes of the Directors present at the meetings. In the event of an equality of votes, the Chairman shall have a second or casting vote, except where only two (2) Directors are present or eligible to vote on the matter. Where a Director has a personal interests or conflict of interests in any matter, the concerned Director must declare his interests, abstain from deliberations and voting and excuse himself from the meeting during the discussion on that particular item. (*Further details are set out in Section 3.10 and the Conflict-of-Interest Policy)* Where matters requiring the Boards 'approval arise between scheduled meetings, decisions may be made by way of a written resolution. supported by the relevant documentation outlining the subject matter. Such written resolutions, when signed or electronically approved by a majority of the Directors for the time being, shall be as valid and effective as a resolution passed at a duly convened Board Meeting.

3.10 Conflict of Interest and Transaction involving Directors

The Board is committed to maintaining the highest ethical and governance standards in managing the affairs of the Group. Accordingly, the Directors and Senior Management of the Group are expected to conduct themselves with integrity, impartiality and professionalism at all times, and to avoid any conflict of interest that may arise in the performance of their duties as spelt out in the Company's Conflict-of-Interest Policy.

3.11 Appointment of Directors

The appointment of a new Director is a matter for consideration and decision by the Board, upon recommendation from the R&N Committee. The Board shall periodically review its

composition to evaluate the need for additional skills, experience or perspective that would enhance the effectiveness of the Board in fulfilling its fiduciary duties.

In assessing the suitability of potential candidates and making its recommendation, the R&N Committee shall consider, amongst other, the candidate's character, competence, professional experience, integrity, independence, time commitment, expected contribution and overall performance potential. The R&N Committee shall also take into account diversity considerations, including but not limited to ethnicity, gender and age distribution in line with the Company's Diversity Policy.

A fit and proper assessment shall be conducted on any person identified for appointment as a Director prior to such appointment. The Board and the R&N Committee shall be guided by the Company's Directors' Fit and Proper Policy,

Newly appointed Directors are expected to possess the requisite qualifications, experience, and expertise to contribute effectively to the Board performance. Before accepting the appointment, the prospective Director must ensure that he/she is able to allocate sufficient time to discharge the responsibilities of the role, including attending meeting and participating in deliberations on significant matters of the Company.

No person shall be appointed, re-appointed, elected, re-elected or continue to serve as a Director of the Company, if he/she is, or becomes an active politician. For the purpose of this Policy, an "active politician" is defined as an individual who is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council, or division level in a political party.

3.12 Re-election of Directors

In accordance with the Company's Constitution, an election of Directors shall take place each year at the AGM whereby one-third (1/3) of the Directors for the time being, shall retire from office. If their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office. Notwithstanding the foregoing, every Directors shall retire from office at least once in every three (3) years, and shall be eligible for re-election. A retiring Director shall remain in office until the conclusion of the AGM at which he/she retires.

In considering the re-election of a Director, the Board and the R&N Committee shall evaluate the performance, contribution, and independence (where applicable) of the Director based on the results of the annual individual Director evaluation. A fit and proper assessment shall also be conducted prior to making any recommendation for re-election, guided by the Company's Fit and Proper Policy.

Each motion for the re-election of a Directors shall be tabled and voted on individually at the AGM.

3.13 Familiarisation with Business and Ongoing Training

New members of the Board are provided with comprehensive background information on the Company and the Group; including details of its operations, strategic direction, key performance indicators, and major business risks. Management briefings are also arranged to familiarise new Directors with the Group's structure, business activities, and current issues affecting its performance and operations.

Directors shall attend training programmes as prescribed under the Listing Requirements. All Directors are expected to acquire and maintain a sound understanding of the Company's and the Group's business, operations and financial performance to enable them to make informed and effective decisions. Directors are encouraged to attend relevant training programmes, seminars, and industry conferences at the Company's expense to enhance their knowledge and keep abreast of developments in areas such as corporate governance, regulatory updates, sustainability, finance and risk management.

The Company Secretaries shall facilitate the Directors' continuous professional development and ensure that records of training attended by each Director are maintained and disclosed in the Annual Report in accordance with the Listing Requirements.

3.14 Tenure of Independent Directors

The Board adopts the definitions and of an "Independent Director" as set out in the Listing Requirements in assessing the independence of its Independent Director.

In line with Practice 5.3 of the MCCG, the tenure of an Independent Director should not exceed a cumulative term limit of nine (9) years. Upon completion of the nine-year term, an Independent Director may continue to serve on the Board as a Non-Independent Director.

If the Board intends to retain an Independent Director beyond nine (9) years in the same capacity, it should provide justification and seek shareholders' approval annually through a 2-tier voting process.

Pursuant to the Listing Requirements, an Independent Director shall not serve in the capacity for more than twelve (12) years cumulatively in the Company or any of its subsidiaries ("Said Corporation") from the date of his first appointment as an Independent Director of the Said Corporation.

An Independent Director who has served a cumulative period exceeding twelve (12) years may continue to on the Board only if he/she be re-designated as Non-Independent Non-Executive Director.

3.15 Directors' Remuneration

The remuneration of Directors is determined based on the individual's level of responsibilities, performance and contributions to the Board and the Group, taking into account the achievement of key performance indicators ("KPI") against pre-determined benchmarks, as well as market competitiveness, and industry practices.

Directors' fees and other benefits payable to the Directors shall be subject to annual approval by shareholders at a general meeting, in accordance with the Companies Act 2016 and the Listing Requirements.

The R&N Committee shall review of the Directors' remuneration structure periodically and make recommendations to the Board for approval prior to tabling the proposed Directors' fees and benefits for shareholders' approval at the AGM of the Company. Directors holding executive office shall not be involved in discussion to decide on their remuneration. Directors who are shareholders, and controlling shareholders with a nominee or connected director on the Board should also abstain from voting on the resolution approving Directors' fees at the general meeting.

The assessment in determining the Directors' remuneration shall be guided by the Company's Remuneration Policy.

4. ACCESS TO INFORMATION AND ADVICE

All Directors have unrestricted and timely access to information pertaining to the Group to enable them to discharge their duties effectively. They are entitled to interact directly with Management on an on-going basis to seek additional information, clarification, or updates on any aspect of the Group's operations, financial performance, or strategic matters.

The Board and each Director also have unrestricted access to the advice and services of the Company Secretaries, who act as the principal source of guidance on governance, regulatory compliance, and procedural matters.

In addition, the Board or any individual Director may, where necessary in the discharge of their duties and responsibilities, obtain independent professional advice at the Company's expense. Where the Board, Board Committee or a Director considers such advice essential for the proper performance of their/his functions, the matter shall first be discussed with the Board. Upon the Board's concurrence, the Director or Committee may proceed to engage the relevant adviser in accordance with established procedures.

5. COMPANY SECRETARIES

The Company Secretaries play an advisory and facilitative role in supporting the Board and ensuring sound corporate governance practices, they provide guidance to the Board on compliance with the Act, the Listing Requirements, the Company's Constitution and other applicable regulatory and governance requirements.

The Company Secretaries are responsible for the smooth administration of the Board's affairs, including the coordination of Board and Board Committee meetings, preparation and circulation of meeting agendas and papers, and the recording of accurate and comprehensive minutes of meeting. They ensure that the decisions of the Board and Board Committees are properly communicated to Management for effective implementation and follow-up.

In addition, they also facilitate Board communication, orientation of newly appointed Directors, the continuous training and professional development of the Board members. They keep the Board apprised of relevant regulatory development, evolving best practices in corporate governance, and changes in laws or regulations affecting the Company.

They also oversee the conduct of general meetings, ensuring compliance with statutory requirements and facilitating effective shareholders engagement. They serve as a key liaison point for stakeholders on corporate governance matters and act as a conduit between the Board, Management, shareholders, and regulatory authorities.

6. CODE OF CONDUCT AND ETHICS

All Directors of the Group are expected to uphold the highest standards of integrity, professionalism, and ethical conduct in discharging their duties and responsibilities. They shall promote transparency, accountability and responsible decision-making in all respects of the group's operations and business dealings.

The Company has established a Code of Conduct and Ethics which serves as a guiding framework to enhance the Board's standard of corporate governance and ethical behaviour. It seeks to:-

- Establish a standard of ethical conduct for Directors founded on trustworthiness, integrity, and values that can be upheld and emulated by all employees and stakeholders;
- uphold the spirit of responsibility, professionalism and social accountability in line with the Company's regulations and administrative guidelines, and the applicable laws; and
- manage conflicts of interest, and prevent any form of misconduct, including abuse of power, corruption, insider trading and money laundering.

The Board and all employees are expected to familiarise themselves with the provisions of the Code and to adhere to its principles in the performance of their duties.

7. CONDUCT OF GENERAL MEETING AND ELECTRONIC VOTING

The Board recognises that general meetings of the Company may be conducted either physically, virtually, or in a hybrid manner, subject always to the provisions of the Act, the Company's Constitution, the Listing Requirements, and any applicable guidelines or directives issued by the relevant regulatory authorities.

The Board shall ensure that appropriate electronic voting facilities are made available for general meetings conducted physically, virtually, or in a hybrid format, to facilitate accurate, secure, transparent, and efficient voting by shareholders or their proxies.

Electronic voting arrangements shall be implemented in a manner that safeguards the integrity of the voting process, ensures proper verification of shareholders' identities and voting entitlements, and enables votes to be properly recorded, counted, and reported in accordance with applicable laws, regulations, and best practices.

8. CONTINUOUS STAKEHOLDER ENGAGEMENT AND COMMUNICATION

The Board recognises the importance of maintaining continuous, transparent, and meaningful engagement with the Company's key stakeholders, including shareholders, employees, customers, business partners, regulators, suppliers, financiers, and the communities in which the Group operates. The Board shall ensure that an appropriate stakeholder engagement framework is established to facilitate ongoing dialogue, feedback, and understanding of stakeholders' interests, expectations, and concerns.

The Board shall oversee the adoption of appropriate communication channels, including digital and electronic platforms, to enable timely, accurate, and accessible dissemination of information to stakeholders. Such channels may include, but are not limited to, the Company's website, digital publications, virtual briefings, webcasts, electronic communications, and other suitable online platforms, in accordance with applicable laws, regulatory requirements, and disclosure obligations.

The Board shall ensure that stakeholder communications are clear, balanced, and consistent, and that material information is disclosed in a fair and non-selective manner.

9. ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG")

The Board recognises the importance of adopting sustainable business practices and is committed to integrating Environment, Social and Governance (ESG) considerations into the Group's strategy, decision-making process, and operations.

In fulfilling this commitment, the Board plays a critical role in:

- overseeing and embedding ESG factors into the Group's long term business strategy, operations, and performance reporting;
- ensuring that robust governance structures, risk management systems, and internal controls are in place to support sustainable and ethical conduct;
- promoting a culture of integrity, ethical behaviour and compliance with all applicable laws, regulations, and industry standards;
- demonstrating leadership in advancing sustainability and ESG values throughout the Group;
- fostering a corporate culture that prioritises environmental stewardship, social responsibility and sound governance practices;
- overseeing the identification, assessment, and management of ESG-related risks, and opportunities; and
- ensuring that ESG considerations are effectively integrated into the Group's overall risk management and strategic framework.

Through these initiatives, the Board aims to create a long-term value for stakeholders while contributing positively to sustainable development and responsible corporate citizenship.

10. ANTI-BRIBERY & ANTI-CORRUPTION POLICY

The Group upholds a zero-tolerance approach towards all forms of bribery and corruption in the conduct of its business, This commitment is formalised in the Company's Anti-Bribery & Anti-Corruption Policy ("ABAC Policy").The ABAC Policy applies to all individuals at every levels within the Group, including Directors (executive and non-executive), employees (permanent, contract and temporary), as well as business partners, agents, consultants, contractors, suppliers and any other parties performing services for and on behalf of the Group.

The ABAC Policy outlines the Group's expectations regarding integrity, transparency and ethical behaviour in line with Section 17A of the Malaysian Anti-Corruption Commission Act 2009. It provides a clear guidance on recognising and preventing corrupt practices, managing conflict of interest and ensuring compliance with all applicable anti-corruption laws and regulations.

All employee and business associates are required to familiarise themselves with the ABAC Policy and to conduct themselves in accordance with its principles.

11. WHISTLEBLOWING POLICY

The Group is firmly committed to the values of transparency, integrity, impartiality and accountability in all aspects of its business operations. To reinforce this value, the Board has established a Whistleblowing Policy

A Whistleblowing channel has been made accessible through the Company's website to provide a secured and confidential avenue for the Directors, employees and members of the public to report any genuine concerns regarding suspected wrongdoing, misconduct or improper practices involving the Group and/or its Directors, managers or employees.

All whistleblowing reports are directed to the Chairman of the Audit Committee and the Chief Integrity Officer for independent review and appropriate action. The identity of the whistleblowers will be treated with strict confidentiality to protect them from retaliation or victimisation.

The Board retains overall responsibility for the Whistleblowing Policy, including oversight of its implementation, effectiveness, and periodic review to ensure continued relevance and compliance with best governance practices.

12. REVIEW AND PUBLICATION OF THE BOARD CHARTER

The Board shall publish the Board Charter in the Company's website at *www.ancomlogistics.com.my*.

The Board shall review the Board Charter at least once every three (3) years and make such amendments as may be necessary to ensure that it remains relevant, effective and consistent with the Board's objectives, the Company's needs, corporate governance best practices and applicable laws and regulations.

Changes to the Board Charter shall be subject to the approval of the Board.