

**CEPATWAWASAN GROUP BERHAD**

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**MATTERS RESERVED FOR THE BOARD**

Below is the list of matters, which is non- exhaustive, reserved for the Board of Cepatwawasan Group Berhad (“CGB”).

**Strategy and Business Planning**

1. CGB’s business plan and changes thereon
2. CGB’s sustainability governance
3. Creation of new business or activities or termination of existing business or activities which significantly changes the nature of CGB Group and any of its businesses
4. CGB’s corporate identity and brand architecture
5. CGB Group policies and any revisions or amendments thereto

**Finance and Controls**

1. Approval of quarterly, annually unaudited and audited financial statements or any audited financial statements for special purposes
2. Declaration of interim dividend and recommendation of final dividend
3. Approval of any significant change in accounting policies and practices of CGB and its subsidiaries
4. Reports and findings of the external auditors
5. Capitalisation of reserves
6. Write-off, disposal and acquisition of assets/investments/business
7. Limit of authority and any revisions or amendments thereto
8. Opening and closing of bank accounts
9. Writing-off of inter-company transactions or balances
10. Change in mode of operation and cheque signatories of bank accounts
11. Increase / decrease of authorised and paid-up share capital
12. Provision / acceptance of inter-company advances and loans
13. Provision of corporate / financial guarantee and letter of comfort / support
14. Acceptance of working capital credit facilities
15. Creation of financial instruments and derivatives
16. Entering of related party transaction (in accordance with the Related Party Transaction Policy)

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**MATTERS RESERVED FOR THE BOARD****People**

1. Changes to CGB Group human resources policy and terms and conditions of employment and benefits
2. Changes to CGB's organisational or senior management structure that significantly alter the governance or operational direction of CGB Group
3. Annual salary increment and performance bonus
4. Remuneration, benefits, entitlements and terms of conditions of employment of Executive Directors, and key positions of CGB and its major subsidiaries
5. Payment of long term employment incentives
6. Appointment or termination or resignation of top key positions of CGB and its major subsidiaries and changes thereafter
7. Succession plan for top key personnel
8. Performance evaluation of Executive Director

**Compliance and Support**

1. Legal action against any person which will have a significant impact on CGB Group's business or long term plan / strategy
2. Settlement of litigation (in accordance with the limit of authority sets out in the Finance Manual)
3. Appointment of power of attorney
4. Appointment of Board and Board Committee members
5. Approval of CGB Board and Board Committee's charter and terms of reference, and changes thereto
6. Convening of annual general meetings and extraordinary general meetings
7. Key statements for annual reports, prospectuses and circulars to shareholders
8. Changes to Constitution
9. Appointment and termination of share Registrars and Company Secretary / Secretarial Agents
10. Change of registered office
11. Appointment of proxy and corporate representative of CGB
12. Change of CGB's name
13. Winding up of CGB's business

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**MATTERS RESERVED FOR THE BOARD**

**Assurance**

1. CGB Group internal audit plan
2. CGB Group Internal audit report