



## Statement on CORPORATE GOVERNANCE

The Malaysian Code on Corporate Governance 2012 (the Code) sets out the principles and best practices on structures and processes used to direct and manage the business and affairs of the Company towards enhancing corporate accountability with the objective of realising long-term shareholder value, whilst taking into account the interests of other stakeholders.

The Board of Directors (the Board) is committed to ensuring that the highest standards of corporate governance are practised throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders' value and the performance of the Group.

The Board is pleased to report to the shareholders on the manner the Company has applied the principles of good corporate governance and the extent of compliance with the recommendations as set out in the Code throughout the financial year ended 31 December 2012.

### PRINCIPLE 1

#### ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

##### Recommendation 1.1

##### Clear Functions between the Board and Management

The Board retains full and effective control of the Group. This includes responsibilities for determining the Group's overall strategic directions as well as development and control of the Group. To ensure effective discharge of its function and responsibilities, the Board has delegated specific responsibilities to Board Committees, namely the Audit and Compliance Committee, Risk Management Committee, Nomination and Remuneration Committee and Finance and Investment Committee. The Board has also established Board Task Force for each of the Group's businesses to review the Group's strategy.

The Board has established clear functions which are reserved for the Board and those delegated to Board Committees and Management. Key matters, such as approval of annual and quarterly results, acquisitions and disposals, as well as material agreements, major capital expenditure, short-term and long-term plans and strategies and succession planning for top management are reserved for the Board. Meanwhile, all Board Committees have their terms of reference approved by the Board. These Committees have the authority to examine particular issues and submit reports of their deliberations and major findings to the Board. At each Board meeting, the

Chairman of the respective Committees presents minutes to keep the Board informed and report to the Board the key issues deliberated by the Board Committees at their respective meetings. The terms of reference, composition and activities of the respective committees are stated in their respective reports.

The Board maintains a close and transparent relationship with the management. A clear limit of authority for Management to manage the business of the Group has been established. Many of the responsibilities of the Board are delegated to Management through the Group Managing Director. The Group Managing Director is accountable to the Board for the achievement of the Group's corporate objectives which include performance targets and long-term goals of the business.

The Board conducts a quarterly review of the performance targets and long-term goals of the business to ensure that the needs of the Group are consistently met. The Board is furnished with information relating to the running of the Group's operations through various financial and operational monthly and quarterly reports prepared by the management. This will allow them to understand the operations better and make decisions in steering the Group towards a profitable business. At each normal Board meeting, the Board receives from or through the Group Managing Director the operational report and other reports and proposals and assurances as the Board considers necessary to confirm that the management authorities are being observed.

##### Recommendation 1.2

##### Clear Roles and Responsibilities

The Board assumes, among others, the following responsibilities:

- i. Review and adopt strategic plan of the Group

The Board plays an active role in the development of the Group's strategy. The Board is presented with the short and long term strategy of the Group annually together with its proposed business plans for the ensuing year. The Board has adopted a two-stage approach in formulation of the Group's strategy. The Board has assembled a team comprising two board members with specific knowledge of the relevant industries and representatives from Management to form a Task Force for each of the Group's businesses to challenge and deliberate the Group's strategy before it is presented to the Board.



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This process allows the respective Task Force members to provide valuable feedback and input as well as assurance that all appropriate considerations have been taken into account. The outcome of the deliberation is then tabled to the Board at a special meeting whereby the full Board will then deliberate both the Management's

views and assumptions, to ensure the best outcome. In relation to this, the Board also reviews and approves the annual budget for the ensuing year and sets the Key Performance Indicators (KPIs) which supports the Group strategy and business plan.

The Board members who have been appointed to lead the respective Division Task Force are listed in the table below. The Group Managing Director is also involved in all the three Task Forces.

### Pharmaceuticals Task Force

1. Datuk Karownikaran @ Karunakaran  
A/L Ramasamy (Chairman)

2. Dato' Azmi bin Mohd. Ali

### Chemicals Task Force

1. Dr. Leong Chik Weng  
(Chairman)

2. Khalid bin Sufat

### Fertilizers Task Force

1. Professor Dato' Seri Ir. Dr. Zaini bin Ujang  
(Chairman)

2. Datin Paduka Kartini binti Hj. Abdul Manaf

3. Khalid bin Sufat (by invitation)

#### ii. Oversee the Conduct of the Group's Business

The Board oversees the performance of management to determine whether the business is being properly managed. In this regard, the Group Managing Director is critical to the performance of the Group and provides the leadership and strategic vision of the Group. He is responsible for the day-to-day running of the business and operations of the Group including organisational effectiveness, implementation of Board policies and strategies and clarifies matters relating to the Group's business to the Board. His in-depth and intimate knowledge of the Group's affairs contributes significantly towards the direction of the Group to achieve its goals and objectives.

The Group Managing Director is supported by the Group Management Committee and other committees established under the Group. These committees have their own specific terms of reference to ensure that the objectives and aspirations of the Group are met.

The Board has established clear targets and KPIs to measure Management's performance. These targets and KPIs are tabled to the Board and deliberated on a quarterly basis. The Board is also kept informed of the significant operational highlights, issues and performance of the Group on a monthly basis through various reports to ensure they are kept updated with the latest development of the Group.

To ensure independence, the Group Risk Department provides the Board with a separate status report on a regular basis in respect of the enterprise risk. The Group Internal Auditor also provides the Audit and Compliance Committee with audit reports as and when audit assignments are completed.

#### iii. Identifying principle risks and ensuring the implementation of appropriate internal controls and mitigation measures

The Board, through the Risk Management Committee determines the Group's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard the Group. In managing risks, the Board has developed an Enterprise Risk Management (ERM) Framework for the Group in compliance with the universally accepted standard ISO 31000 for Risk Management. A Risk Management Policy has been established to ensure that an effective risk management programme and control system and thereby facilitating the Group in meeting all its business objectives.

The internal control mechanism established by the Board is embedded within the organisation structure in all its processes. The internal control system is independently reviewed by the Group Internal Auditor to ensure its adequacy and integrity.

Details on the Report of the Risk Management Committee and Statement on Risk Management and Internal Control are set out in this Annual Report on pages 65 to 68 and 74 to 75.

#### iv. Succession Planning

The Board has entrusted the Nomination and Remuneration Committee with the responsibility to review and recommend to the Board, candidates for top management positions. The candidates go through a rigorous assessment prior to being recruited to ensure that they have the sufficient experience and are the right fit for the Company.

The Group has, in place, a talent management programme to ensure the Group has talents to meet its future needs besides having a pipeline of successors for mission critical positions.

- v. Oversee the development and implementation of a shareholder communication policy

The Board values the dialogue with shareholders and appreciates the keen interest of shareholders on the Group's performance. In this regard, the Board has established a Shareholder and Investor Communication Policy to meet or otherwise communicate with the shareholders of the Group.

- vi. Review the adequacy and integrity of the management information and internal control systems

The Board is fully aware of the responsibilities to maintain a sound internal control system. The Board's responsibilities for the Group's system of internal controls cover not only financial aspects of the business but also operational, regulatory compliance as well as risk management matters. Details pertaining to the Company's internal control system and the review of its effectiveness are set out in the Statement on Risk Management and Internal Control in the Annual Report on pages 74 to 75.

### **Recommendation 1.3** **Formalise ethical standards through a code of conduct and ensure its compliance**

The Group has, in place, Directors' Code of Best Practice and a Code of Conduct for employees to govern the standard of ethics and good conduct expected of Directors and employees. The Directors' Code of Best Practice includes among others, matters relating to their duties and conduct as Directors, conflict of interests and conduct in meetings. On an annual basis, the Directors are also required to submit a Directors' Confirmation Form to the Company confirming their remuneration and benefits, interest in shares and debentures and any related party transactions with the Group.

The Group has in place, a Code of Conduct, which commits the Group to ethical values and standards of conduct expected of the Group. It is based upon CCM's vision, mission and core values and embodies the principles contained in various policies adopted by CCM and gives guidance on how employees and other people affected by the Code of Conduct should apply the core values to the Group's businesses and activities. The Code of Conduct covers among others, all aspects of the business operations such as confidentiality of information, dealings in securities, conflict of interest, gifts gratuities, bribes and sexual harassment.

As part of best practices in good corporate governance, the Group has established a 'Whistle-Blowing' policy. This policy is to encourage employees to report any major concerns over any wrongdoing within the Group relating to unlawful conduct, financial malpractice or danger to the public or the environment. In this respect, the policy makes it clear that any such concern can be raised without fear of victimisation,

recrimination, discrimination or disadvantage to the employee reporting the concern. It provides a formal channel to encourage and enable employees to report serious concerns so that such concerns can be properly addressed.

### **Recommendation 1.4** **Strategies promoting sustainability**

The Board understands the importance of sustainability in operating its businesses and is committed towards achieving sustainability that shall benefit stakeholders, environment, our people and the community. In achieving this, the Board has approved a Corporate Sustainability policy focusing on stakeholder and marketplace expectation, environment, workplace sustainability and community needs.

Among the activities that have been conducted to achieve the four focus areas above include E3R programme (Eliminate, Reuse, Reduce, Recycle) and SET3 Programme. E3R focuses on the Group's effort to reduce natural resources dependence by 10% while the SET3 Programme encourages staff to take a few minutes to observe safety hazards within his/her boundaries. Detailed reports on Sustainability & Corporate Responsibility and Safety, Health and Environment are included in the Annual Report on pages 22 to 25.

### **Recommendation 1.5** **Access to Information and Advice**

The Chairman is primarily responsible for ensuring that sufficient information is provided to the Board members to assist them in their deliberation. He ensures that all relevant issues and quality information to facilitate decision making and effective running of the Group's business are included in the Board meeting agenda. In doing so, the Chairman will liaise with the Group Managing Director and the Company Secretary on the agenda for Board meetings. Board meetings are scheduled a year ahead in order to enable full attendance at Board meetings. A minimum of four (4) Board meetings are held during the year. Additional meetings are held as and when required.

There is a formal agenda for all scheduled meetings and Board papers are prepared and submitted in advance to ensure adequate information is available to assist deliberation by Board members. The Board papers include, among others, the following:

- Minutes of Meetings/Reports of all Board Committees;
- Business plan and direction;
- Current operating and business issues;
- Annual budget review, forecasts and projections;
- Quarterly and annual financial reports;
- Potential acquisitions and disposal of assets of substantial value;
- Major investment and financial decisions;
- Key policies, procedures and authority limits;
- Reports, advices and opinions of external consultants/ advisors as had been sought for.



## Statement on CORPORATE GOVERNANCE cont'd

During the financial year, nine (9) Board Meetings were held. Details of the Directors' meeting attendance during the financial year are as follows:-

Name of Directors and Status	No. of Meetings Attended
<b>Tan Sri Dato' Sri Hamad Kama Piah bin Che Othman</b> Chairman, Non-Independent Non-Executive Director	9/9
<b>Amirul Feisal bin Wan Zahir</b> Group Managing Director	9/9
<b>Dato' Azmi bin Mohd. Ali</b> Non-Independent Non-Executive Director	9/9
<b>Khalid bin Sufat</b> Senior Independent Non-Executive Director	9/9
<b>Dr. Leong Chik Weng</b> Independent Non-Executive Director	9/9
<b>Professor Dato' Seri Ir. Dr. Zaini bin Ujang</b> Non-Independent Non-Executive Director	7/9
<b>Datuk Karownikaran @ Karunakaran A/L Ramasamy</b> Independent Non-Executive Director	9/9
<b>Datin Paduka Kartini binti Hj. Abdul Manaf</b> Non-Independent Non-Executive Director	9/9

All Directors have the same right of access to all information within the Group and the duty to make further enquiries which they may require in discharging their duties including seeking independent professional advice, if necessary, at the Company's expense. Minutes of proceedings and resolutions passed at each Board and Board Committees meetings are kept in the statutory register at the registered office of the Company and are accessible to all Directors.

The Company also provides a platform for dialogue between the Board and the Top Management of each Division either

at Board meetings or during the business unit visits. This will assist the Board in arriving at business and strategic decisions relating to the Group.

The Directors also have access to the advice and services of the Company Secretary who is available to provide them with the appropriate advice and services and also to ensure that the relevant procedures are followed. The Directors are regularly updated on the latest developments in the legislations as well as statutory and regulatory requirements relating to the duties and responsibilities of Directors.

### **Recommendation 1.6** **Qualified and Competent Company Secretary**

The appointment or removal of the Company Secretary or Secretaries of the Board shall be the prerogative of the Board as a whole. The Board is currently assisted by two qualified and competent Company Secretaries in ensuring that Board procedures are followed and the applicable rules and regulations for the conduct of the affairs of the Board are complied with. The Company Secretary also plays an important role as a gatekeeper of corporate governance. 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.

### **Recommendation 1.7** **Board Charter**

The Board Charter (Charter) sets out the authority, responsibilities, membership and operation of the Board in adopting principles of good corporate governance and practice, that accord with applicable laws. The document clearly states the roles and responsibilities of the Board and Board Committees and the processes and procedures for convening their meetings. It also serves as a reference for all Board members as well as a primary induction literature for newly appointed board members in providing insights into the fiduciary and leadership functions of the Board.

The Board endeavours to comply at all times with the principles and practices set out in this Charter. Any updates to the principles and practices set out in the Charter will be made available on the Company's website.

## **PRINCIPLE 2**

### **STRENGTHEN COMPOSITION**

The Company's Articles of Association stipulates that the minimum and maximum number of directors on the Board shall not be less than three (3) and more than twelve (12). An alternate director shall not be counted in the determination of minimum or maximum number of directors on the Board.

The Group considers that its complement of Non-Executive Directors provide an effective Board with a mix of industry specific knowledge and broad business and commercial experience. The presence of Independent Non-Executive Directors is particularly important in corporate accountability. They constructively challenge and contribute to the development of the business strategies and direction of

the Group. This balance enables the Board to provide clear and effective leadership to the Group and to bring informed and independent judgment to many aspects of the Group's strategies and performance so as to ensure that the highest standards of conduct and integrity are maintained. The classification for independence is in accordance with paragraph 1.01 (Definition and Interpretations of the Bursa Malaysia Listing Requirements).

The Senior Independent Non-Executive Director is available to deal with concerns affecting the Group, other than through the Chairman. The Senior Independent Director is expected to ensure that all independent directors have opportunity to provide input on the agenda, and advise the Chairman on the quality, quantity and the timeliness of the information submitted by Management that is necessary for the independent directors to perform their duties effectively. He is also the principal conduit between the independent directors and the Chairman on sensitive issue and the designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through the normal channel of contact with the Chairman or Group Managing Director. Khalid bin Sufat has been appointed the Senior Independent Non-Executive Director.

The Board currently has eight (8) Directors of whom three (3) are Independent Directors. The composition of the Board was maintained so that at any one time, at least two (2) or one-third (1/3) of the Board, whichever is the higher, shall be independent. A brief profile of each Director is presented on pages 36 to 43 of the Annual Report.

In ensuring that the composition of the Board is strengthened, the Board has entrusted the Nomination and Remuneration Committee to implement policies and procedures with respect to selection and nomination of Board and Board committees, review of Board's succession plans and training programmes for the Board.

### **Recommendation 2.1** **Nomination and Remuneration Committee**

The Company has in place a Nomination and Remuneration Committee (NRC) with specific terms of reference. The NRC comprise of three members who are non-executive directors with the majority being independent directors. The Chair of the Committee is held by the Senior Independent Director, Khalid bin Sufat.

Details pertaining to the Nomination and Remuneration Committee and its terms of reference are set out in the Annual Report on pages 69 to 71.



## Statement on CORPORATE GOVERNANCE cont'd

### Recommendation 2.2

#### Develop, maintain and review criteria to be used in recruitment process and annual assessment of directors

##### i. Recruitment/Appointment of Directors

One of the terms of reference of NRC is to recommend to the Board candidates to fill all directorships and Board Committees within the Company and the Group, be it a new appointment or re-election/reappointment. In executing this role, the NRC is guided by the Group's Board Nomination and Selection process which has been approved by the Board. The Board Nomination and Selection Process outlines the skill sets, knowledge/experience, mindset and the intrinsic values required of the concerned director vis-a-vis the need of the Company. The process also provides the relevant point of reference in identifying the most suitable candidates to sit on the Board.

The NRC is responsible for reviewing, on an annual basis, the appropriate skills, experience and characteristics required for Board Members. The Chairman of the Board is required to actively participate in the selection of Board Members. A formal invitation to join the Company as a Board Member would be extended by the Chairman after approval from the Board.

The proposed appointment of a new member to the Board as well as the proposed reappointment and re-election of Directors seeking re-election at the Annual General Meeting are recommended by the NRC to the Board for their approval. The Company's Articles of Association provide that at least one third (1/3) of the Board are subject to retirement by rotation at each Annual General Meeting provided always that each Director shall retire at least once in every three years. The Directors to retire in each year are the Directors who have been longest in office since their appointment or reappointment. This provides an opportunity for shareholders to renew their mandate. To assist shareholders in their decision, sufficient information such as personal profile, meeting attendance and the shareholdings in the Company of each Director standing for election are furnished in a separate statement accompanying the Notice of Annual General Meeting.

Director who is over seventy years of age shall retire at every AGM and may offer himself for reappointment to hold office until the Company's next AGM in accordance with Sections 129 (2) and 129 (6) of the Companies Act, 1965.

The Company has in place a succession planning programme which inter alia includes appointing, training, fixing of compensation and replacing Directors and senior management of the Group.

For the current year, the Board has approved the NRC's recommendation for three directors, Tan Sri Dato' Sri Hamad Kama Piah bin Che Othman, Amirul Feisal bin Wan Zahir and Dr. Leong Chik Weng to retire and be re-elected at the forthcoming AGM.

##### ii. Induction Programme

As part of the familiarisation process of newly appointed Board members, newly appointed Board members are required to undergo an Induction Programme specially designed to familiarise the directors with the businesses within the Group. This familiarisation process includes briefing session on the range of products and services, business structure and visits to the respective operating facilities. The visits will include briefings from the Division's management to provide in-depth knowledge of the latest progress of the Division and appreciation of the key drivers behind the Group's core businesses. The Board has, on 18 – 20 March 2012, conducted a site visit to Medan to familiarise themselves on the Group's operations in Indonesia.

##### iii. Board Evaluation Assessment (BEA)

The Group has in place a Board Evaluation Assessment (BEA) which is conducted on an annual basis. The Board Evaluation criteria are based on the Green Book – Enhancing Board Effectiveness as well as guidelines and best practices issued by Bursa Malaysia and other relevant authorities which are based on the following main components:-

- Structuring a high performing Board;
- Ensuring a day-to-day Board operations and interactions;
- Fulfilling fundamental Board roles and responsibilities at best practice levels.

The NRC is given the task to review annually the activities and effectiveness of the Board, Board Committees and the individual Board Members. The results of such evaluation will be discussed with the Committee and/or the Chairman and subsequently will be tabled to the Board. The Chairman's own position is discussed with the NRC. Actionable improvement programme will be developed to improve the performance of the Board.

iv. Gender Diversity

The Board currently comprise of seven (7) male directors and one (1) female director. The Board recognises the value of having gender diversity in the Board. As an initial step, the Board will endeavour to ensure that gender diversity is taken into account in nominating and selecting new directors of the Company and will actively seek to identify suitable female candidates to be invited to sit on the Board.

v. Remuneration Policy

The remuneration of Directors is determined at levels which enable the Group to attract and retain Directors with the relevant experience and expertise to manage the Group successfully.

The component parts of remuneration are structured so as to link rewards to corporate and individual performance, in the case of the Group Managing Director. In the case of Non-Executive Directors, the Board has established a formal and transparent remuneration policy to attract and retain Directors, motivate Directors to achieve company's objective and align interest of Directors with long-term interest of shareholders. The level of remuneration for non-executive directors is based on their responsibilities in Committees and the Board, their attendance and/or special skills and expertise they bring to the Board.

a. Directors' Remuneration

The Non-Executive Directors are entitled to directors' fees. The Board has recommended to shareholders in 2012 for a proposed revision to the directors' fees so that it is in line with market and industry's practice. The proposal has been approved at the last Annual General Meeting of the Company in 2012. As a result of the approval, the Chairman of the Board now receives a directors' fee of RM100,000 per annum while other Non-Executive Directors receive directors' fees of RM75,000 per annum.

In addition to the directors' fees, the Non-Executive Directors are also entitled to Board Committee Fees on which they sit and meeting allowance for each meeting attended.

The Group Managing Director is not entitled to receive any directors' fees, board committee fees or meeting allowance. The Group Managing Director's remuneration comprises of a fixed component which includes a monthly salary and benefit-in-kind/emoluments and a variable component in the form of performance bonus.

The aggregate remuneration of Directors categorised into appropriate components for the financial year ended 31 December 2012 is as follows:

	<b>Category of Director</b>	
	<b>Group Managing Director (RM)</b>	<b>Non-Executive Directors (RM)</b>
Fees	-	654,876.00
Allowance	177,600.00	175,100.00
Salaries and Bonus	1,008,000.00	-
Other Emoluments	190,315.80	-
Benefits-in-Kind	7,200.00	-
<b>Total</b>	<b>1,383,115.80</b>	<b>829,976.00</b>



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Range of Remuneration	Executive	Non-Executive
RM1-RM50,000	-	-
RM50,001 to RM100,000	-	-
RM100,001 to RM250,000	-	7
RM250,001 to RM300,000	-	-
RM700,001 and above	1	-

### b. Directors and Officers Liability Insurance

In addition to the above directors remuneration, the directors are provided with a Directors and Officers Liability Insurance in respect of any liabilities arising in the course of discharging their duties as directors provided always that such wrongful acts occur in good faith and not as a result of dishonesty, fraud, insider trading, malicious conduct, fines, penalties, liabilities arising from intentional breach of contract and liquidated, punitive or exemplary damages.

by the independent directors and their ability to act in the best interest of the Group.

### Recommendations 3.2 and 3.3 Tenure of Independent Director

One of the recommendations under the Code is to limit the tenure of independent directors to not more than nine (9) years, cumulatively. The recommendation is based on the view that the independence of an independent director may be affected if his tenure exceeds a cumulative term of nine years either in a consecutive service of nine years or cumulative service of nine years interval. The Board may, upon the completion of the nine years, re-designate the independent directors to a non-independent director if it is so determined that the expertise and experience of the independent director is still relevant to the Group (Recommendation 3.2). Currently, the tenure of all Directors on the Board has not exceeded nine (9) years (Recommendation 3.3).

## PRINCIPLE 3

### REINFORCE INDEPENDENCE

The Independent Non-Executive Directors provide an unbiased and independent view in ensuring that the strategies proposed by Management are fully deliberated and examined in the interest of the Group, minority shareholders, employees and the business communities in which the Group conducts its business.

### Recommendation 3.1 Annual Assessment of Independent Directors

The Board consists of eight (8) Directors, three (3) of which are independent. In ensuring that independent judgments are not compromised, the Board has adopted a policy on assessment of independence on its independent directors which is conducted on an annual basis or as and when a disclosure is made by any Director in respect of any new interest or relationship. The policy makes reference to Chapter 1 and Practice Note 13 of Bursa Malaysia's Main Market Listing Requirements.

Based on the assessment conducted recently, the Board is generally satisfied with the level of independence demonstrated

### Recommendations 3.4 and 3.5 Position of Chairman and CEO and Board Balance

There is a division of responsibility between the Chairman and the Group Managing Director to ensure a balance of power and authority. The roles of the Chairman and the Group Managing Director are separated and clearly defined. As part of good corporate governance, the Chairman is responsible for ensuring Board effectiveness and conduct. He ensures that all relevant issue and quality information to facilitate decision making and effective running of the Group's business are included in the meeting agenda. In doing so, the Chairman will liaise with the Group Managing Director and the Company Secretary on agenda for Board meetings. The Chairman encourages healthy debates on issues raised at meetings and gives opportunity to directors who wish to speak on the motions, either for or against them. Every Board resolution is then put to a vote which would reflect the collective decision of the Board and not the views of an individual or an interested group. The Chairman also chairs the meeting of shareholders of the Group. At the

general meetings of the Group, the Chairman will ensure that the shareholders are given the opportunity to enquire on the Group's affairs. The Group Managing Director focuses on the business and the day-to-day management of the Company and Group. He is the conduit between the Board and Management in ensuring the success of the Group's governance and management functions. The Group Managing Director implements the policies, strategies and decisions adopted by the Board (Recommendation 3.4).

The Board is chaired by a Non-Independent Non-Executive Chairman. Whilst the Company supports the recommendations made under the Code, the Company maintains that the Chairmanship of the Board shall continue to be held by a Non-Executive Non-Independent Director. At the moment, the Board is of the view that the Chairman will remain objective in expressing his views and will allow all Board members the opportunity to participate and express their views in deliberations and decision making in the Board without fear or favour. In addition, any decisions arrived at the Board are made on consensus. Despite this, the Board will endeavour that the composition of the independent directors comprise of more than one third (1/3) of the Board to ensure balance of power and authority on the Board (Recommendation 3.5).

## **PRINCIPLE 4**

### **FOSTER COMMITMENT**

#### **Recommendation 4.1 Time Commitment**

The Board has established a formal and transparent policy on the appointment of directors. In recommending or nominating a candidate to fill the position of Director on the Company, the Board will consider the candidate's ability to devote sufficient time to effectively discharge the duties as a director of the Company. This includes attendance of at least 50% of all board of directors and Board committee meetings, or as determined from time to time by the Board. Appointed directors are also expected to devote their time to other matters involving the Company's affairs. In addition to the policy above, the time commitment required of the Directors are also incorporated as one of the terms in their appointment letter to the Board.

Any Board Member, while holding office, is at liberty to accept other Board appointments (outside the Group) so long as the appointment is not in conflict with the business of the Company and Group or does not detrimentally affect the director's performance as a Board member. All such appointments must

first be discussed with the Chairman or the Board before being accepted.

In line with the Main Market Listing Requirements (MMLR) of Bursa Malaysia Securities Berhad, Directors are also required to comply with the requirements of five (5) directorships in listed companies. This allows them to devote their time and discharge their duties effectively with the companies in which they are directors. Board meetings are scheduled a year ahead in order to enable full attendance at Board meetings.

#### **Recommendation 4.2 Continuing Education Programme**

The Board acknowledges the importance of continuous education and training to enable effective discharge of its responsibility.

All Board members have attended the Mandatory Accreditation Programme (MAP) as prescribed by MMLR and the costs are borne by the Company.

The Continuous Education Programme focuses on business specific issues relating to the Group and the latest development within the related industries and is conducted in-house at least two times per year. The programme is extended to all Directors and Senior Management of the Group. The Directors can also on their own initiatives, request to attend ad-hoc trainings, seminars or conferences conducted by third party to enhance their knowledge or skills in specific areas. The costs of attending such training or forum are borne by the Group. Some of the training/seminars/conferences attended by Directors cover the areas of law, corporate governance, finance, investment, IT automation and disaster recovery, business continuity and crisis management and capital market.

During the year, the Group has organised seminars on 'Lean Six Sigma - Executive Awareness' and 'Highlights of Key Provisions in the Proposed Companies Bill' for the Directors of the Group which was facilitated by industry experts as part of the Continuing Education Programme.

The 'Lean Six Sigma - Executive Awareness' training was held with the objective to provide the Board with an overview of the Lean Six Sigma concepts, methodology and practical applications.

In respect of the training on 'Highlights of Key Provisions in the Proposed Companies Bill' which was held on 19 October 2012, the Board was appraised on the new Companies Bill which is expected to replace the existing Companies Act, 1965.



## Statement on CORPORATE GOVERNANCE cont'd

### PRINCIPLE 5

#### UPHOLD INTEGRITY IN FINANCIAL REPORTING

##### Recommendation 5.1

##### Compliance with applicable reporting standards

The Board is aware of its responsibilities to shareholders and the requirement to present a balanced and comprehensive assessment of the Group's financial position and prospects. In this regard, the Board has delegated to the Audit and Compliance Committee to ensure that the preparation of financial statements comply with Companies Act, 1965 and approved Malaysia Financial Reporting Standards and that the accounts give a true and fair view of the state of affairs of the Group at the end of the financial year.

The Audit and Compliance Committee meets on a quarterly basis to review the integrity and reliability of the financial statements in the presence of the Chief Financial Controller and Group Internal Auditor prior to recommending them for Board approval.

The Audit and Compliance Committee, with the assistance and assurance of the Group Internal Auditor also reviews the internal control within the organisation in ensuring the custody and effective and efficient utilisation of Group assets.

##### Recommendation 5.2

##### Suitability and Independence of External Auditors

The Audit and Compliance Committee will review the performance of the External Auditor on an annual basis after completion of the year-end audit on the suitability and independence of the External Auditors. In evaluating the suitability and effectiveness of external audit, the Audit and Compliance Committee will review the overall comprehensive external audit plan, the timeliness and quality of deliverables and the competency/adequacy of the resources to achieve the scope outlined in the audit plan.

The Board has also approved a policy on External Auditors' Independence whereby the Audit and Compliance Committee is given the task to review and assess the independence of the External Auditor annually at the time the External Auditor presents its annual audit plan. It is expected that the External Auditor will rigorously comply with its own internal policies on independence and all relevant professional guidance on independence. The Audit and Compliance Committee will further ensure that the policies governing the provision of non-audit fees are observed.

The Audit and Compliance Committee held two meetings with the External Auditors without the presence of the Management during the financial year under review.

### PRINCIPLE 6

#### RECOGNISE AND MANAGE RISKS

The Directors are fully aware of the responsibilities to maintain a sound system of internal controls to safeguard shareholders' investment and the Group's assets. The Directors' responsibilities for the Group's system of internal controls cover not only financial aspects of the business but also operational and compliance control as well as risk management matters.

##### Recommendation 6.1

##### Establish sound framework to manage risks

The Board, through the Board Risk Management Committee (RMC), determines the Group's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investment and the Company's assets.

The Group's risk management function is performed by the Group Risk Department who reports the results of the risk management activities to RMC. The Department facilitates the risk management processes within the Group.

The Company's current ERM Framework which is currently automated is aligned with the methodologies of ISO31000 guidelines on managing risks which includes quantification of risks, review of CCM Risk Universe and adopting a KPI linked risk reporting.

##### Recommendation 6.2

##### Internal Audit Function

The Group has established an internal audit function which is performed in-house by the Group Internal Audit Department that reports to the Audit and Compliance Committee. The internal audit function is independent of the activities performed with impartiality, proficiency and due professional care.

The internal audit function is well resourced and critically reviews all aspects of the Company's activities and internal control. Comprehensive audits of the practices, procedures, expenditure and internal control of all business and support units and subsidiaries are undertaken on a regular basis.

The Group Internal Auditor has direct access to the Board through the Chairman of the Audit and Compliance Committee.

The function of the Group Internal Audit Department on the systems of internal control is to assist the Audit and Compliance Committee and the Board of Directors as follows:-

- Perform regular review on compliance of operational procedures using risk-based audit approach;
- Conduct investigations on specific areas or issues as directed by Audit and Compliance Committee and the Management.

Details of the Company's internal control system and framework are set out in the Report of the Audit and Compliance Committee, Report of the Risk Management Committee and Statement on Risk Management and Internal Control of this Annual Report on pages 62 to 68 and 74 to 75.

## PRINCIPLE 7

### ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

#### Recommendation 7.1 Corporate Disclosure Policy

The Group has long observed the continuing disclosure obligation imposed upon a listed issuer by Bursa Malaysia.

The following material information and the material development thereof have been released to shareholders via the Bursa Malaysia Link on a timely manner:

#### Date of Announcement

#### Subject Matter of Material Information

19 July 2012	Issuance of Musyarakah Commercial Papers (MCP) and Musyarakah Medium Term Notes (MMTN) pursuant to a MCP Programme of up to RM250.0 million in Nominal Value (MCP Programme) and a MMTN Programme of up to RM500.0 million in Nominal Value (MMTN Programme), respectively to be established under the Shariah Principle of Musyarakah (Programmes) with a combined master limit of RM500.0 million in Nominal Value - Cancellation of Sukuk Issuance Programme
16 August 2012	Proposed Internal Restructuring
27 August 2012	Johor Bahru High Court Writ Summons No. 23NCVC-119-08/2012 served on CCM Chemicals Sdn. Bhd. (the Defendant) by Prostar Edge (Johor) Sdn. Bhd. (the Plaintiff)

The Group has put in place a Corporate Disclosure Policy and Procedures for the following purposes:

- provide shareholders, investors, analysts, media representatives and other stakeholders with comprehensive, accurate and quality information issued by the Group on a timely and even basis;
- raise awareness and provide guidance to the Board, management, officers and employees on the Group's disclosure requirements and practices;
- ensure that the Group meets its disclosure obligations in accordance with the securities laws and regulations governing corporate disclosure and confidentiality in relation to securities listed on Bursa Malaysia;
- ensure that the Group observes best practices in relation to disclosure as illustrated in the Corporate Disclosure Guide by Bursa Malaysia; and
- promote investor confidence in the integrity of the Company.

The policy is applicable to the conduct of directors, officers, managers and employees of the Group and to all methods that the Group uses to communicate with the investing public in the dissemination of material information especially price sensitive information.



## Statement on CORPORATE GOVERNANCE cont'd

### **Recommendation 7.2** **Leverage on Information Technology for Effective Dissemination**

The Group uses its website to disseminate information and enhance its investor relations. The Group's website, [www.ccmbherad.com](http://www.ccmbherad.com), contains information about the Company/Group, its products and businesses, announcements which have been made available to the public as well as other areas of interest to the public. The website contains a section on Investor Relations which provides the investing public with all material information documents which has been released.

All timely disclosure and material information documents will be posted on the website as soon as possible after release by the news wire service.

### **PRINCIPLE 8**

### **STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS**

#### **Recommendation 8.1** **Encourage Shareholder Participation at General Meetings**

Notices of general meetings and the accompanying explanatory materials are provided within the prescribed time or earlier than the minimum notice period prior to the general meetings on the Bursa Malaysia website and by post to shareholders. This allows shareholders to make the necessary arrangements to attend and participate either in person, by corporate representative, by proxy or by attorney.

To encourage participation at general meetings, the Company has in 2012, removed the limit on the number of proxies to be appointed by an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account. The Company has also included a new provision in its Articles of Association in respect of the qualification and the right of a proxy to speak at general meetings. Under the new provision, any person could be appointed by the shareholders as a proxy. The proxy shall have the same rights as the shareholder to speak at the general meeting.

#### **Recommendation 8.2** **Encourage poll voting**

Shareholders also have the right to demand poll vote for substantive resolutions and the detailed results showing the

number of votes cast for and against each resolution will be announced through Bursa Malaysia.

At the last AGM, the Company had highlighted the right of the shareholders to demand for poll voting. However, the shareholders have opted for voting to be done by show of hands and resolutions put forth for shareholders' approval at the last AGM were voted on by show of hands.

#### **Recommendation 8.3** **Effective communication and proactive engagement**

The Company encourages shareholders to ask questions and provide constructive feedback on the performance of the Company. Members of the Board, the Group's Senior Management, as well as the Group's auditors will be present to answer questions about the Group's affairs. In addition to the normal agenda at the AGM, the Board also presents the progress and performance of the business as contained in the Annual Report.

The Board believes that management speaks for the Group. In this instance, the Group has adopted a Communication Policy to provide sufficient information to shareholders to allow them to effectively evaluate the performance of the Company. The Company has adopted the following communication channels with shareholders:

a. Annual General Meeting

The Annual General Meeting (AGM) provides a forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with and constructive feedback from the Company's shareholders. Members of the Board, the Group's Senior Management, as well as the Group's auditors will be present to answer questions about the Group's affairs. At the AGM, shareholders are given the opportunity to raise questions pertaining to the business activities of the Group. Shareholders who are unable to attend are allowed to appoint proxies to attend and vote on their behalf. Where necessary, the Chairman or the Group Managing Director will undertake to provide written answers to any significant questions that cannot be readily answered at the meeting.

The turnout of shareholders at the Company's AGM has always been large. A total of 364 shareholders and 511 proxies attended the AGM in 2012.

b. Extraordinary General Meetings

Extraordinary General Meetings (EGM) will be held as and when required. The Directors will consider requisitions by shareholders to convene EGM or any other urgent matters requiring immediate attention of the Company.

Notices of general meetings and the accompanying explanatory materials are provided within the prescribed time or earlier than the minimum notice period prior to the meetings on the Bursa Malaysia website and by post to shareholders. Shareholders also have the right to demand poll vote for substantive resolutions and the detailed results showing the number of votes cast for and against each resolution will be announced through Bursa Malaysia.

c. Annual Report

The Directors believe that an important channel to reach shareholders and investors is through the Annual Report. Besides including comprehensive financial performance and information on business activities, the Group strives to improve the contents of the Annual Report in line with the developments in corporate governance practices.

The Company's Annual Report can be obtained by accessing the Company's website at [www.ccmbherhad.com](http://www.ccmbherhad.com).

d. Company's Website

The Company also maintains a website at [www.ccmbherhad.com](http://www.ccmbherhad.com) which can be accessed by shareholders to keep abreast with the Company's development. The Board ensures the timely release of financial results on quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements or press releases made during the year which can also be obtained from Bursa Malaysia's website. The shareholders can also leave their queries/feedbacks on the Company's website.

e. Announcement of Quarterly Results for the Financial Year Ended 31 December 2012

The Directors view the timely announcement of the quarterly financial results as vital to the dissemination of information to the shareholders' and investors' community. The Company has consistently announced its quarterly results before Bursa Malaysia's deadlines as indicated below:

**Announcement of Quarterly Results 2012**

**Date of Announcement**

1st Quarter	21 May 2012
2nd Quarter	17 August 2012
3rd Quarter	23 November 2012
4th Quarter	27 February 2013

**STATEMENT OF COMPLIANCE WITH THE RECOMMENDATIONS OF THE CODE**

The Group has in all material respect complied with the principles and recommendations of the Malaysian Code on Corporate Governance 2012 (the Code) throughout the financial year ended 31 December 2012, save for

Recommendation 2.2 on Gender Diversity target (Principle 2) and Recommendation 3.5 on Non-Independent Chairman (Principle 3) which are explained earlier.

This statement is made in accordance with a resolution of the Board of Directors dated 25 March 2013.