



**CARGO HANDLING
CORPORATION LIMITED**

CORPORATE GOVERNANCE COMMITTEE CHARTER

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1. Purpose

The purpose of the Corporate Governance Committee (Committee) is to assist the Board of Directors (Board) of the Cargo Handling Corporation Limited (Corporation) in discharging its duties relating to:

- (i) ensuring compliance with Corporate Governance requirements;
- (ii) enhancing the effectiveness of Corporate Governance within the Corporation; and
- (iii) Board and Board Committees effectiveness.

2. Membership

- (i) The Committee shall comprise of at least three members including the Chairperson.
- (ii) The Chairperson shall be an independent non-executive director.
- (iii) The Chairperson of the Committee should not be the Chairperson of the Board.
- (iv) The Board shall appoint the Committee Chairperson who shall be an independent non-executive director. In the absence of the committee Chairperson and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board.
- (v) Appointments to the committee are made by the Board.

3. Secretary

- (i) The Company Secretary or his or her Assistant shall act as the Secretary of the Committee.
- (ii) The Secretary will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

4. Confidentiality

- (i) Unless required to do so by law, no member of the Committee shall, during his or her membership on the Committee or afterwards, disclose any information of a confidential nature regarding the business of the Corporation and/or any companies in which it holds a stake, that came to his or her knowledge in the capacity of his or her work for the Corporation and which he/she knows or should know to be of a confidential nature.
- (ii) A Committee member may disclose such information to fellow Board members as well as to staff members of the Corporation and companies in which the organisation holds a stake who, in view of their activities for the Corporation and companies in which the Corporation holds a stake, should be informed of such information.
- (iii) A Committee member shall not use such confidential information for his or her personal benefit.

5. Quorum

The quorum necessary for the transaction of business shall be any two members of the Committee present throughout the meeting of the Committee.

6. Frequency of Meetings

The Committee shall meet at least twice a year at appropriate intervals in the reporting cycle.

7. Notice of Meetings

- (i) Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the committee Chairperson.
- (ii) Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed and supporting papers, shall be forwarded to each member of the Committee and any other person required to attend, not later than five working days before the date of the meeting.

8. Minutes of Meetings

- (i) The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
- (ii) The Secretary shall circulate to all members of the Committee the draft minutes of Committee meetings promptly but, in any event, at least five working days before the next Committee meeting or earlier.

9. Annual General Meeting

The Committee Chairperson shall attend the annual general meeting to answer shareholders' questions on the Committee's activities.

10. Reporting Responsibilities

- (i) Once approved, minutes should be circulated to all other members of the Board.
- (ii) The Committee Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities and on how it has discharged its responsibilities.
- (iii) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

- (iv) The Committee shall produce a report to be included in the annual report of the Corporation, about its activities.

11. Responsibilities of the Committee

11.1. Corporate Governance

With respect to Corporate Governance, the responsibilities of the Committee shall include, but is not limited to, the following:

- (i) Making recommendations to the Board on all Corporate Governance provisions to be adopted so that the Board remains effective and complies with prevailing Corporate Governance principles;
- (ii) Determining, agreeing and developing the Corporation's general policy on Corporate Governance in accordance with the applicable Code of Corporate Governance;
- (iii) Preparing the Corporate Governance report to be published in the Corporation's annual report;
- (iv) Ensuring that disclosures are made in the annual report and website in compliance with the disclosure provisions in the Code of Corporate Governance;
- (v) Periodically review and evaluate the effectiveness of the Corporation's Code of Conduct and/or Ethics; and
- (vi) Review the position descriptions of the Chairperson, and Board Committee Chairs and recommend any amendment to the Board.

11.2. Board Effectiveness

With respect to Board effectiveness, the responsibilities of the Committee shall include, but is not limited to, the following:

- (i) Ensuring that members are aware of fiduciary duties and responsibilities of the Board and Chairperson's expectations;
- (ii) Familiarising new members with the Corporation's operations, Senior Management and its business environment; and
- (iii) Reviewing the Board structure, size and composition and make recommendations with regard to any adjustments that are deemed necessary.

12. Authority of the Committee

In the exercise of its responsibilities, the Committee has the authority to:

- (i) Require other employees/officers of the Corporation to attend meetings or parts of meetings;

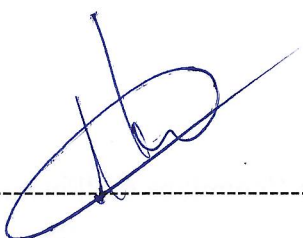
- (ii) Consult with and seek any information it requires from any employees/officers, and all employees/officers shall be required to co-operate with any request made by the Committee in the course of its duties;
- (iii) Obtain such outside or other independent professional advice as it considers necessary to carry out its duties subject to the terms of reference being approved by the Board;
- (iv) At the discretion of the Chairperson, invite other Directors to attend and to be heard at meetings of the Committee; and
- (v) Have access to necessary resources to carry out its duties.

13. Remuneration

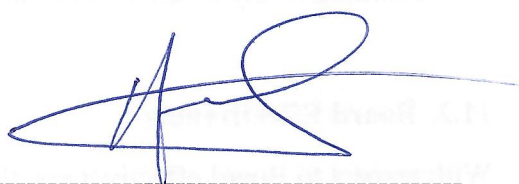
Having regard to the functions performed by the members of the Committee in addition to their functions as directors in relation to the activity of the Committee, members of the Corporate Governance Committee are entitled to receive a remuneration as decided by the Board of Directors.

14. Approval

This Charter is approved by the Board of Directors of the Cargo Handling Corporation Limited on 4th December 2025. And signed by:



Chairperson
Board of Directors



Chairperson
Corporate Governance Committee