



Board Charter

Scope

The Board has approved this Charter to set out its role, responsibilities and powers, taking into account corporate governance obligations, best practices, and relevant regulations. The Board shall review the Charter from time to time and as when necessary to ensure compliance with regulatory and legal requirements, which will take precedence over any stipulation of this charter. The Charter will be displayed on the Company's website.

Board Composition

The Board shall be composed of a combination of Directors with a mix of skills appropriate to providing the necessary breadth and depth of knowledge and experience to serve the Company's best interests. No regard shall be paid to gender, race or religion when considering appointments to the Board. Suitability of qualifications and experience and synergy with the overall composition of the Board are factors which the Company values and will take into account.

The size of the Board shall be determined by the needs of the Company. Nevertheless, Board composition shall always be in full compliance with all current and applicable laws and regulations. The Board shall establish and maintain a Nomination Committee to regularly review the number, mix and effectiveness of Directors on the Board so as to determine whether the Board remains appropriate and effective, subject to any applicable regulatory constraints.

Role and responsibilities of the Board

The Board has overall responsibility for corporate governance, strategic direction, formulation of policies and overseeing the conduct of investments and businesses of the Group, which include, inter-alia, the following:

- Providing leadership and strategic directions for the Group;
- Overseeing the conduct of the Group's business;
- Ensuring prudent and effective controls and risk management systems; and
- Reviewing the performance of management.

Board Authority and Power

The Board shall have authority on the corporate decisions stated in the Companies Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the Constitution of the Company that require the passing of ordinary or special resolutions by the Board. The Board shall also have the power to delegate specific functions and authority to its Board Committees to assist in the discharge of its responsibilities. However, certain functions are specifically reserved for the Board which include the following:

- In conjunction with management, establishing a vision and strategies for the Group;
- Approving the Group's annual business plan and budget;
- Approving specific items of material capital expenditure and investments and disinvestments;

- Appointing Directors to the Board;
- Appointing and approving the terms and conditions of appointment of the Managing Director (“MD”);
- Approving any significant changes to accounting policies;
- Approving the quarterly financial statements;
- Approving the annual financial statements;
- Approving any interim dividends and recommending any final dividends to shareholders;
- Approving all circulars, statements and corresponding documents sent to shareholders;
- Approving the terms of reference and membership of Board Committees; and
- Approving Company policies which may be developed from time to time.

Access to information and advice

The Board has full, unrestricted and timely access to all information pertaining to the Group’s business affairs. All members of the Board have access to the advice and services of the Company Secretaries and are entitled to obtain professional opinions or advice from external consultants when the need arises at the expense of the Group. The Company Secretary attends all Board meetings and is responsible for ensuring that Board procedures as well as statutory and regulatory requirements relating to the duties and responsibilities of the Directors are complied with.

Role of Managing Director, Executive Director and Non-Executive Directors

The Managing Director holds the primary executive responsibility for the Group’s business performance and manages the Group in accordance with the strategies and policies approved by the Board. He leads the Executive Directors in making and implementing day-to-day operational business decisions, managing resources and risks in pursuing the corporate objectives of the Group. He brings material and other relevant matters to the Board, motivates employees, and drives change/innovation and growth.

Executive Directors are involved in leadership roles overseeing the day-to-day operations within their specific area of expertise or assigned responsibility. They represent the company at the highest level and are decision makers on matters within their scope of works. They liaise frequently with the Managing Director and with each other to lead the management to drive.

Non-executive Directors are not involved in the day-to-day running of the Group, but contribute their particular expertise and wealth of experience to developing the business strategy. They have various roles in the Board Committees and contribute significantly, especially in the enhancement of the corporate governance and controls of the Group. They must be individuals of high caliber, sound reputation and standing and bring independent judgment to the Board’s decision making.

Board Meetings

Frequency of meetings

The Board shall meet quarterly and at any such times as it deems necessary to fulfill its responsibilities.

Quorum of meetings

A quorum for a meeting shall be at least two (2) members. The Board is provided with an agenda and comprehensive board papers on a timely basis prior to board meetings. This is to ensure the

Directors to discharge their duties and responsibilities competently and in a well-informed manner. The Company Secretary records all the deliberations including pertinent issues, the substance of inquiries and responses, Board members' suggestions and the decision made in the Minutes of the Board meetings. The Minutes of every Board meeting are also circulated to the Directors for their perusal prior to confirmation of the Minutes at the following Board meeting.

Company Secretary

The company secretary shall be responsible for the preparation of meeting agendas and the distribution of relevant Board papers to all Board members. He/she ensures that all Board procedures, applicable rules and regulations are complied

Board Committees

The Board shall establish Board committees as appropriate and necessary to assist in matters that require particular review. The following are Board committees:

- Audit Committee
- Nominating Committee
- Remuneration Committee

The duties of these committees are specified in their own Terms of Reference which are reviewed from time. The Board may also delegate specific function to ad hoc committees as and when need dictates

Directors' Training and Education

All newly appointed Directors must complete the Mandatory Accreditation Programme and to undergo suitable orientation training, followed by regular seminars and briefings to continuously upgrade their knowledge and understanding of their role and responsibilities, the economic scenario and the industry climate.

Revised: September 2019