

# **KSL HOLDINGS BERHAD**

## **Registration No. 200001008827 (511433-P)**

### **BOARD CHARTER**

#### **INTRODUCTION**

This Board Charter (“Charter”) has been adopted by the Board of Directors (“Board”) of KSL HOLDINGS BERHAD (“the Company”) and its subsidiaries (“the Group”) on 28 February 2018, in accordance to the Malaysian Code of Corporate Governance (“MCCG”). The Board strives to collectively lead and is responsible for the success of the Group by providing entrepreneur leadership and direction as well as management oversight. The Board acknowledges that it is the ultimate decision-making body of the Group.

The main objective of the Board Charter is to set out the functions, role, responsibilities and composition of the Board and to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members discharge its responsibility directly and through Committees.

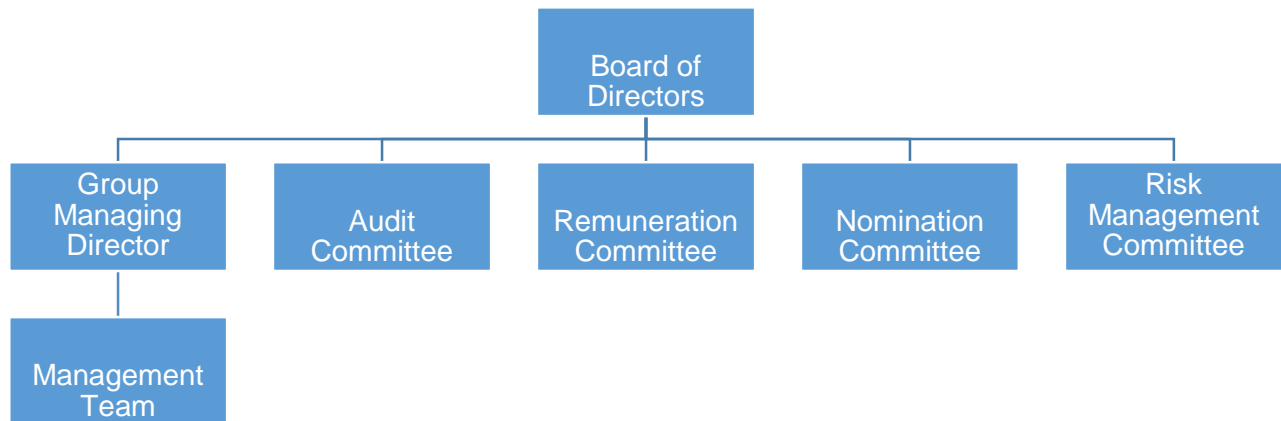
#### **1. BOARD COMPOSITION**

The Board of Directors (“the Board”) should consist of qualified individuals of diverse range of skills, experience, age, cultural background and gender and the size of the Board is such that it facilitates the making of informed and critical decisions for the Group, in accordance with the Boardroom Diversity policy established in Policy and Procedure on Nomination and Selection of Director and Senior Management. Nomination and election of new director and senior management is governed by structured nomination and election process and delegated to Nomination Committee with ultimate responsibility and authority lies with the Board.

The Board composition is governed by Constitution of the Company. At least two (2) or one-third (1/3) of the total number of directors on the Board (Whichever is higher), must be independent directors. The Company’s Constitution provides for a minimum of two (2) directors and a maximum of twenty (20). Furthermore, to further assert independence element and enhance oversight role to the Board, at least half of the Board made up of independent directors.

Nominees to the Board of Directors shall be selected and recommended by the Nomination Committee to the Board for approval.

## **1.1 Governance Structure**



The roles, responsibilities and authorities of the Board and the Group Managing Director are detailed in Section 3 respectively.

To assist the Board to discharge its duties and responsibilities, the Board has delegated certain functions based on the terms of reference approved by the Board to the following board committees. These board committees operate under the defined terms of reference and the chairman of these board committees will report to the Board during the board meetings on the matters that require the board attention.

- **Audit Committee**  
Main functions: Oversight roles for financial reporting, external auditors, internal audit function, risk management and internal control activities and conflict of interest situation. Please refer to terms of reference of the Audit Committee for details.
- **Nomination Committee**  
Main functions: To review nomination and election of new director, the Board and senior management's performance assessment, terms of office of Audit Committee (and members) and training needs of the Board and senior management. Please refer to terms of reference of the Nomination Committee for details.

- **Remuneration Committee**  
Main functions: To review remuneration of the directors and senior management. Please refer to terms of reference of the Remuneration Committee for details.
- **Risk Management Committee**  
Main functions: To perform risk management of critical risk highlighted by businesses units. The committee made up of the Group Managing Director and all Independent Non-Executive Directors, guided by Risk Management Policy established by the Board.

## **1.2 Independent Directors**

The tenure of an independent director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, the independent director may either retire or continue to serve on the Board subject to the director's re-designation as a non-independent director. Otherwise, the Board must satisfy itself with strong justification through rigorous review that the independency and objectivity of such Independent Director is not compromised by the passage of time and familiarity with the Executive Directors and senior management and to seek shareholders' approval, with sufficient information provided to the shareholders on the results of the review, in the event such director is to be retained as Independent Director.

If the Board is to continue to retain the Independent Director for a tenure of more than twelve (12) years, the Board should seek annual shareholders' approval through a two-tier voting process, whereby the decision for the resolution is determined based on a simple majority of Tier 1<sup>a</sup> and a simple majority of Tier 2<sup>b</sup>.

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<sup>a</sup> Tier 1: The Large Shareholder(s) of the company (i.e. is entitled to exercise/control the exercise of not less than 33% of the voting shares in the company or largest shareholder of the Company or has the power to appoint majority of directors or has the power to decisions in respect of the Business or administration)

<sup>b</sup> Tier 2: Shareholders other than Large Shareholders

Senior Independent Director is appointed by the Board from among the Independent Directors to lead the non-executive directors. The Senior Independent Director shall be reputable in the industry and corporate scene and possesses sufficient skills, knowledge and experience in the corporate directorship and industry.

In particular, the Senior Independent Director is:

- i. sounding board for Chairman (e.g. offer counsel to the chairman on matters such as board dynamics and concerns of stakeholders);
- ii. leads the annual review of the Chairman and board effectiveness, ensuring that the performance of each individual director is assessed objectively and holistically;
- iii. leads the succession planning and appointment of Board members, including the future Chairman and Chief Executive Officer;
- iv. provides leadership support and advice to the Board in the event that the board is undergoing a period of stress;
- v. serves as an intermediary for other directors when necessary;
- vi. to handle for complaints relating to directors and other senior management;
- vii. a conduit for other independent directors to voice their concerns;
- viii. acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the chairman and/or chief executive officer;
- ix. acts as an independent channel for whistle blowers to direct reports/complaints, as identified in the Company's Whistle Blowing Policy;
- x. ensuring the effective implementation of the Company's Whistle Blowing Policy.

### **1.3 APPOINTMENT AND RE-ELECTION**

The appointment of a new director is for consideration and decision by the full Board, upon the recommendation from the Nomination Committee.

The Board is responsible to determine its optimized size in order to carry out its responsibility and authority effectively and efficiently. The evaluation of the potential candidate for new directorship and director nominated for re-election are delegated to Nomination Committee with recommendation being made to the Board for decision, in accordance with the formal Policy and Procedure on Nomination and Selection of Director. Potential candidate for independent directorship is subjected to independence assessment based on formal Policy on Independence Assessment of Independent Directors established by the Board.

The Board endeavor to not solely rely on recommendations from existing board members, management or major shareholders for the nomination of new director and to expand the source to include recommendation by other professionals and open search.

On the appointment of the new director, such new director is required to commit sufficient time to the Board in order to discharge his/her duty and responsibility with reasonable due care, skills and diligence. Members of the Board is expected to devote sufficient time and effort to discharge their individual responsibilities with reasonable due care, skills and diligence.

It is the Board's policy that the former key audit partner for the external audit engagement of the Group are not appointed as a member of the Audit Committee for at least two years after he/she left the audit firm concerned.

In accordance with the Constitution of the Company, all the Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. At least one third in number of the Board and who have been longest in office are subject to retirement by rotation during the annual general meeting. A newly appointed director shall retire at the next coming annual general meeting. A retiring Director is eligible for re-appointment.

## **2. DIRECTORS REMUNERATIONS**

In consideration of the recommendation from Remuneration Committee, the Board is responsible to determine the level of remuneration of the Directors and senior management of the Group in such a manner to promote and support long term vision and strategies of the Group.

The policy on the remunerations of the members of the Board and senior management is guided by the formal Board Remuneration Policy approved by the Board. The remuneration structure per the Board Remuneration Policy shall attract and retain key personnel of requisite quality for long term value creation as well as motivating and incentivizing directors and senior executives to perform their best for the Group. Remuneration package of Executive Directors and senior management shall not include an element of commission or percentage of turnover.

Non-Executive directors will be paid based on fixed fees commensurate with their responsibilities in the Board and Board Committees and their attendance at the meetings,

subject to approval from shareholders. The determination of the remuneration package of Non-executive directors should be a matter for the full Board, with individual director concerned should abstain from discussion of their own remuneration. Remuneration package of Non-Executive Directors shall not include an element of commission or percentage of turnover or profits.

Director shall not discuss and decide on his/her own remunerations, fees and benefit-in-kind during relevant committee and board meeting and director and his/her person connected with shall be abstained from vote on his/her remunerations, fees and benefit-in-kind during general meeting.

### **3. ROLE OF THE BOARD**

The Board of Directors takes full responsibility for the overall performance of the Company and its Group and its obligations to the Company's shareholders and other stakeholders.

The main duties and responsibilities of the Board comprise the followings:

- Setting the corporate values, objectives, goals and strategic plan as well as clear lines of responsibility and accountability for the Group
- Deliberating, approving and monitoring progress of the Company's strategy, budgets, plans and policies
- Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed
- Retaining an effective Board that consists of competent individuals with appropriate specialized skills and knowledge to lead and control the Company
- Identifying and manage principal and potential risks and to ensure proper risk management policy with appropriate governance structure and process as well as appropriate risk appetite, established based on internationally recognized risk management framework, are put in place to manage principal risks
- To determine Dividend Policy and the amount, nature and timing of dividends to be paid.
- Succession planning including appointing, training, fixing the compensation of and where appropriate, replacing any member of the Board, Board Committees and Senior Management
- Maintaining an effective system of internal control to safeguard shareholder's investment and Company's assets

- To ensure financial statements are prepared in accordance with applicable financial reporting standards and to approve the quarterly results, annual audited financial statements, annual report and material and significant statements/reports/circulars issued to shareholders
- Reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance in accordance with the laws, regulations rules, directives and guidelines
- Developing and implementing an investor relations programme or shareholder communications policy for the Company
- To approve the appointment of directors and to review and recommend the removal of director on recommendation of the Nomination Committee
- To review and approve the appointment, promotion and removal of senior management on recommendation of the Nomination Committee
- To review and recommend directors' fee and benefits for shareholders' approval and to review and approve Executive Directors and senior management's remunerations in accordance with relevant laws and regulations on recommendation of the Remuneration Committee
- To review and approve any proposed employee's share option scheme and /or amendments to the scheme, subject to approvals that may be required by applicable laws and regulations
- To approve the appointment and removal of Company Secretaries
- To establish remuneration policy for directors and senior management, corporate disclosure policy, nomination and selection process for director and senior management, performance assessment for director and senior management
- To establish and maintain the ethical standards through code of conduct and whistle blowing policy which will be applicable throughout the Group and ensure the compliance of this code of conduct and whistle blowing policy
- To review and approve proposals for the allocation of capital and other resources within the Group
- To review and approve capital expenditure budget and annual budget (including major changes to such budgets)
- To establish independent internal audit functions that reports directly to Audit Committee. To review internal audit plan and internal audit functions (independence, authority, resources, competency, knowledge and experience, continuous professional development and compliance with internationally recognised framework) for the proper functioning of internal audit functions on recommendation of the Audit Committee and to receive reports from such internal audit functions, subject to prior review and recommendation by the Audit Committee

- To review the appointment, re-appointment, resignation and termination of external auditor and to recommend the same to the shareholders for approval, subject to prior review and recommendation by the Audit Committee
- To review the independence of the external auditor, subject to prior review and recommendation by the Audit Committee
- To review the audit plan and to receive reports on the evaluation of the system of internal controls and audit report from external auditor, subject to prior review and recommendation by the Audit Committee
- To ensure procedure being put in place for the Board to receive reports from the Management on timely and reliable manner that that would provide the Board with a reasonable basis to make proper judgement on an on-going basis as to the financial position and business prospects
- To put in place procedures to assess any related party transactions or conflict of interest situation within the Group
- To establish relevant board committees in order to carry out specific board responsibilities effectively while the Board assumes the ultimate responsibility for such board responsibilities. Such board committees are governed by terms of reference approved by the Board and the conduct of such board committees are monitored by the Board by receiving minutes and/or reports from such board committees
- To review major/material litigation and to approve next course of action beneficial to the Group
- To ensure adequate trainings are provided to the members of the Board and senior management
- To review the results of Board, Board Committee individual director evaluation (including Chief Executive Officer and Chief Financial Officer who is not director) conducted by the Nomination
- To undertake an assessment of the independence and objectivity of its independent directors annually
- To promote good corporate governance culture throughout the Group and to review the corporate governance standing of the Company
- To develop and approve anti-bribery and corruption policy of the Group
- To establish sustainability policy and to review the management of material sustainability matters on frequent interval. To promote good sustainability practice throughout the Group.

The Board has unrestricted access to independent advice or expert advice at Group's expense or to employees/external/internal auditors in furtherance of the Board's duties (whether as a Board or a director in his/her individual capacity).

### **3.1 Matters Reserved for the Board**

Matters reserved for the Board include amongst others decision on Group strategic plans, corporate exercises, material acquisition and disposal of assets, investment or divestments, capital expenditure, risk management policies, nomination of auditors and review of the financial statement, financial and borrowing activities, ensuring regulatory compliance and reviewing the adequacy and integrity of internal controls.

- approval of new ventures;
- approval of corporate plans and programmes;
- approval of annual financial and capital expenditure budgets;
- approval of annual and interim financial results of the Group and release therefrom;
- approval of interim dividend and the recommendation for final dividend;
- approval of adoption of accounting policies;
- review of the internal audit plans and major changes therefrom;
- review of external audit plans;
- acceptance of audit reports including management letters;
- approval of material acquisitions and disposals of undertakings and properties;
- approval of major investment in properties, plant and equipment;
- approval of acquisition of lands for development;
- approval of changes in the major activities of the Group;
- approval of major borrowing or giving of security over assets;
- approval of material agreements/contracts;
- approval of changes in the financial year end;
- approval of changes to the management and control structure within the Group, including key policies and procedures, limit of authority, *etc*;
- approval for major write-off and provision in excess of prescribed amount as may be determined from time to time;
- approval for granting of power of attorney and legal representative by the Company and its subsidiaries;
- approval for entering into of any indemnities or guarantees by the Company and its subsidiaries;
- review and recommend for the alteration of the Constitution of the Company;
- review and recommend for the proposed change of name;
- review and recommend for the proposed shares buy-back scheme and to implement shares buy-back scheme as approved by shareholders;
- review and approve any other major/material business decision and to recommend the same to shareholders for approval, if applicable;

- any matters requiring the convening of a general meeting of shareholders or any class of shareholders; and
- any matters as may be required by the applicable laws and regulations.

### **3.2 Role of Chairman and Group Managing Director**

The Chairman of the Board shall be appointed by the Board (with the period he/she to hold office to be determined by the Board) and shall not be the Chairman of the Audit Committee, who is responsible for the governance, orderly conduct and effectiveness of the Board while Group Managing Director is responsible to ensure proper execution of strategic goals and effective operation within the Group. The positions of Chairman and Group Managing Director are held by different individuals.

The Chairman represents the Board to the shareholders and to act as facilitator at the meetings of the Board and ensure that no board member dominates the discussion, and that appropriate discussion takes place and that relevant opinion among Board members are forthcoming.

The followings are the responsibilities of the Chairman of the Board:

- (a) To provide leadership to the Board;
- (b) To provide governance in matters requiring corporate justice and integrity and to lead the Board in establishing and monitoring good corporate governance;
- (c) To oversee the Board in the effective discharge of its responsibilities;
- (d) to lead the Board in the oversight of the Management and ensure its effectiveness of all aspects of its role;
- (e) To set board agenda and ensuring directors receive complete and accurate information timely;
- (f) To ensure the efficient organization and conduct of the Board's meetings;
- (g) To ensure that quality information to facilitate decision-making is delivered to Board members on a timely basis;
- (h) To facilitate the effective contribution of all Directors at Board meetings and encouraging active participation and allowing dissenting views freely expressed;
- (i) To promote constructive and respectful relations within the Board, and between the Board and Management;
- (j) To promote effective communication among the Board members and with shareholders and relevant stakeholders with their views are communicated to the Board;

- (k) To chair general meetings of shareholders; and
- (l) To maintain effective professional relationship with external parties, investing public, regulatory bodies and trade associations.

Group Managing Director is accountable to the Board for the achievement of the corporate objectives and for the observance of management authorities. Managing Director shall be head of the Management of the Group and answerable to the Board in that manner.

The responsibilities of Managing Director, but not limited to, are as follows:

- (a) To develop corporate strategies for the Group for the Board's approval and to implement such corporate strategies for the Group so approved;
- (b) To implement other Board's decision effectively and efficiently;
- (c) To provide leadership in order to achieve the vision, management philosophy and business strategies;
- (d) To ensure the efficiency and effectiveness of the day-to-day operations of the Group in accordance with authorities and delegations authorized by the Board;
- (e) To safeguard the assets of the Group;
- (f) To ensure effective internal and external reporting of the Group;
- (g) To ensure compliance with applicable laws and regulations;
- (h) To assess business opportunities which are of potential benefit to the Group and to recommend major business opportunities for the Board's consideration;
- (i) To communicate material and relevant matters to the attention of the Board timely and accurately for decision making;
- (j) To execute and implement risk management policy and process approved by the Board throughout the Group;
- (k) To ensure adequacy and effectiveness of the internal control system of the Group;
- (l) To execute and implement sustainability management policy and process approved by the Board throughout the Group;
- (m) To execute and implement anti-bribery and corruption policy and process approved by the Board throughout the Group; and
- (n) To discharge the responsibilities delegated by the Board and to execute authorities delegated by the Board, effectively and efficiently.

#### **4. THE COMPANY SECRETARY**

The appointment or removal of Company Secretary or Secretaries of the Board shall be the prerogative of the Board. The Company Secretary has an important role in advisory and assisting the Board and Committees in achieving good corporate governance and ensuring compliance of statutory laws, rules and regulations of the Companies Act 2016, Main Market Listing Requirements of Bursa Securities, the Securities Commission guidelines and other relevant legislation and regulatory authorities.

In addition, proper maintenance of the Group's statutory records, register books and documents are essential in assisting the Board to achieve the spirit and intent of good corporate governance besides ensuring proper conduct at the Annual General Meetings, Extraordinary General Meetings, Board Committees' Meeting and any other meetings and the preparation of minutes thereat.

The Company Secretaries of the Group is suitably qualified and competent Company Secretary with relevant professional qualification and membership responsible to provide sound governance advice, ensure adherence to rules and procedures, advocate adoption of corporate governance best practices. The Company Secretaries shall be the focal point for stakeholders' communication and engagement for corporate governance.

In particular, the Company Secretaries is to:

- ❖ manage all board and committee meeting and facilitate board communications;
- ❖ Advise the board on its roles and responsibilities;
- ❖ Facilitate directors' orientation, coordinate directors' training and development;
- ❖ Advise the board on corporate disclosures and compliance with company, securities and listing laws;
- ❖ Manage processes of shareholder meeting; and
- ❖ Keep abreast with corporate governance development and to assist the Board to apply.
- ❖ Serve as a focal point for stakeholders' communication.

The Company Secretaries should be equipped with knowledge in company and securities law, finance, corporate governance, company secretarial work and listing requirements and to have continuous professional development/education.

The Board as a whole is responsible for appointment and removal of Company Secretaries.

## **5. BOARD ACTIVITIES AND PROCESSES**

### **5.1 BOARD MEETINGS**

The Board shall meet at least four (4) times a year and has a formal schedule of matters reserved for the Board to decide. However, Special Meeting(s) may be convened as required. Notice of meetings and business to be conducted shall be given to members of the Board at least fourteen (14) working days before the date of meeting.

A full agenda together with the relevant Board papers are circulated to all the Directors which include, amongst others, the following:

1. the quarterly report highlighting unaudited Group financial results and factors affecting the Group results;
2. minutes of meetings of the Board and all committees of the Board;
3. status of sales performance;
4. management proposals that required Board's approval;
5. list of Directors' circular resolutions passed during the period covered;
6. list of Directors' dealings in securities during the period covered;
7. list of announcements submitted to BMSB during the period covered; and
8. major operational and financial issues.

Board papers, with sufficient details of the information and reports, should be given for Board members and to other attendees as appropriate, no less than five (5) working days before the date of meeting to review prior to the Board meeting.

Unless varied by any terms of reference, meetings and proceedings of the Board will be governed by the Company's Constitution.

Chairman of the Board meeting shall be the Chairman to the Board and in the absence of the Chairman and/or an appointed deputy in any meeting, the remaining members present shall elect one of themselves to chair the meeting in accordance with the provisions set out in the Constitution.

The quorum for meetings shall be two (2) members in accordance to Constitution. A duly convened meeting of a Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Board.

The Board may invite external parties such as the Management, auditors, solicitors or consultants to brief and clear the Directors' doubt or concern as and when the need arises. External parties invited may attend part or all of the Board Meeting at the discretion of the Board.

The Company Secretary shall take minutes of the meetings which shall be with sufficient details of the deliberations and decisions made in the meeting and circulated to all members of the Board no less than five (5) working days before the date of next meeting for review.

## **5.2 DIRECTORS' TRAINING**

The Board recognizes the importance of continuous education of its members in order for its members to discharge their responsibilities and duties effectively. In addition to the mandatory programmes required by the Bursa Securities, the Directors shall continue to update their knowledge and enhance their skills through appropriate education programmes.

The Board shall, through Nomination Committee, to assess and determine the training needs of its individual members annually and ensure that the members of the board received relevant updates and training to update individual directors' knowledge and enhance their skills to effectively discharge their duties and responsibilities and to participate actively in the Board deliberations. Specifically, the Audit Committee members should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

## **5.3 DIRECTORS' ASSESSMENT / BOARD EVALUATION**

The Board recognizes the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Board reviews and evaluates its own performance as well as the performance of its Committees on an annual basis.

The Board delegated the annual assessment of effectiveness of the Board as a whole, individual member (including Chief Executive Officer and Chief Financial Officer who is not director) and its Board Committees to Nomination Committee. Nomination Committee is required to carry out the assessments, at least once per financial year, based on the

formal Board Assessment Procedure and guided by prescribed criteria based on respective assessment forms established by the Board and to report assessment of the full Board, Board Committees and individual board members (including Chief Executive Officer and Chief Financial Officer who is not director) to the Board for review and discussion for further improvement annually.

Independent Directors are subjected to independence assessment annually based on formal Policy on Independence Assessment of Independent Directors established by the Board.

#### **5.4 ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

Directors shall have access to all information within the Group whether as a full Board or in their individual capacity, to the extent that the information required is pertinent to the discharge of their duties as Directors. The Directors may request additional information or clarification from the Management shall the need arises. Members of the Board are regularly updated should there be any new statutory and regulatory requirements.

All Directors have access to the advice and services of the Company Secretaries in carrying out their duties.

#### **6. RELATIONSHIP OF THE BOARD WITH THE MANAGEMENT**

Board members should be given unrestricted access to the Group's management and to the information pertaining to the Group. The Board and its members are given unrestricted access with the Group's management, employees and stakeholders of the Group as and when required in order to discharge its responsibilities diligently.

#### **7. DELEGATION OF AUTHORITIES**

All Board's authorities conferred on the Management is delegated through the Authority Limit Matrix approved by the Board. It is important to note the authority and accountability of the Management is considered to be the authority and accountability of the Group Managing Director so far as the Board is concerned.

## **8. TIME COMMITMENT OF DIRECTORS**

The Chairman shall communicate to the new director the time commitment expected of the new director on the appointment to the Board and to obtain the confirmation of the same from such director.

Individual members of the Board are required to inform the Chairman before accepting the new appointment and to communicate the time he/she expects to spend for the new appointment.

The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company.

## **9. FINANCIAL REPORTING**

The Company aims to present a clear and fair assessment of the Company's financial position and future prospects in respect of all quarterly results, annual audited financial statements and announcements issued by the Company within the stipulated timeframe.

The Board is assisted by the Audit Committee in scrutinizing information for disclosure to ensure its timeliness, accuracy, adequacy and compliance with the required standards and laws.

The Board ensures that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the approved accounting standards.

## **10. INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATION POLICY**

The Board shall ensure timely release of financial results and announcements to provide shareholders with an overview of the Company's performance, corporate exercises and strategies and any other matters affecting the shareholders' interests. The Board to ensure material, non-public information shall be disclosed and disseminated in a manner which ensures fair and equitable access and by all stakeholders without selective disclosure per Corporate Disclosure Policy.

The Board shall ensure effective communication of the information on operations, activities and performance of the Group to the Shareholders and other stakeholders via the following channel:

- a. The Annual Report:  
Contains the financial and operational review of the Group's business, corporate and financial information and the information on the Board and Committees;
- b. General Meeting of the Company:
  - Adequate time during general meetings for the Board to answer questions raised and clarification required by the shareholders, subject to Corporate Disclosure Policy established by the Board.
  - Notice of General Meetings to be of sufficient details and information on agenda and issued at least 28 days prior to the meeting.
  - All directors to present to the General Meeting so that effective two-way communication is preserved;
  - Chairman of all the committees and external auditors to present to answer questions pertaining to the duties per respective terms of reference and engagement terms.
- c. Announcement made to Bursa Malaysia  
The announcement to be made based on the relevant listing requirements and rules. All material information is to be communicated through announcement via Bursa Securities Malaysia Berhad's - BursaLink.
- d. Press Conference and Briefing  
The Board to ensure such conference and briefing is to elaborate or further clarify material information already disclosed publicly per listing requirements and Corporate Disclosure Policy. The Board welcome the participation of the shareholders during press conference and briefing.
- e. Company website and Social Media;
  - Contains information of the company such as products, services and activities.

The Board shall maintain appropriate corporate disclosure policy and procedures which are in compliance with the Main Market Listing Requirements of Bursa Securities.

The Board to ensure that a dedicated Executive Director or senior management personnel is identified for investor relation function, subjected to corporate disclosure

policy established. Such Executive Director or senior management personnel shall report directly to the Board in relation to investor relation matters.

## **REVIEW OF THE BOARD CHARTER**

The Board shall review the said Charter periodically and any amendments/improvements shall be made thereto as and when the Board deems necessary.

***Reviewed on 28/08/2025***