SCA SOLUTIONS BERHAD
[Registration No. 202501047718 (1649126-A)]
(Incorporated in Malaysia)

BOARD CHARTER

1. OVERVIEW

The Board of Directors ("**the Board**") of SCA Solutions Berhad (the "**Company**") collectively leads and is responsible for the success of the Company and its subsidiaries ("**the Group**") by providing entrepreneurial leadership and direction as well as supervision of the management of the Group. The Board has primary responsibility for the governance and management of the Company, and fiduciary responsibility for the financial and organisational health of the Company.

The Board Charter is designed to achieve the following objectives: -

(a) To serve as a point of reference and cornerstone literature providing insights to the existing and prospective Board to aid them in the performance of their fiduciary duties as Directors as well as to serve as a guideline on the delineation of the duties, responsibilities and powers of the Board, its executive Directors and senior management of the Company;

(b) To enable the Board to provide strategic guidance and effective oversight of Management;

(c) To set out the roles and responsibilities of members of the Board and Management in facilitating the Board's and Management's accountability to the Company, its shareholders and stakeholders;

(d) To ensure a balance of authority so that no single individual or group of Directors has unfettered powers; and

(e) To assist the Board in the assessment of its own performance and of its individual Directors.

This Board Charter is not an "all inclusive" document and should be read as a broad expression of principles.

The Board understands that the responsibility for good corporate governance rests with them and therefore strives to follow the principles and best practices stated in the Malaysian Code on Corporate Governance 2021 ("**MCCG**"), applicable regulatory and legislative requirements as well as other good practices on corporate governance.

2. BOARD STRUCTURE

2.1 Board Composition and Balance

The Board recognises the importance of independence and objectivity in the decision-making process. At least two (2) directors or one-third (1/3) of the board of directors, whichever is the higher, are the independent directors and at least one (1) woman director is appointed to the Board. If there are vacancy in the Board, resulting in non-compliance of the aforesaid, the Company must fill the vacancy within three (3) months. For sake of clarity, Independent Directors shall have the meaning as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**AMLR**") ("**Bursa Securities**").

In the event the number of directors of the Company is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) must be used.

To the extent where practicable, the Board should comprise at least half Independent Directors. A Board comprising a majority of Independent Directors allows more effective oversight of Management.

To the extent where practicable, the Board should comprise at least half as Independent Directors and 30% women directors in accordance with the MCCG.

The Board endeavours to keep its size at a reasonable level to ensure participation, involvement and effectiveness. The number of Directors shall not be less than two (2) and not more than nine (9) as set out in the constitution of the Company (as amended from time to time) ("**Constitution**"). The Board shall from time to time examine its size with a view to determine the impact of its number upon its effectiveness, subject always to compliance with the Constitution.

The Board recognises the need for the composition to reflect a range of skill mix and expertise. High levels of professional skills and appropriate personal qualities are pre-requisite for directorships. Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, ability to ask probing operational related questions, high ethical standards, sound practical sense, and total commitment to furthering the interests of shareholders and the achievement of the Company's goals.

2.2 The Board of Directors

The Board takes full responsibility for the performance of the Company and guides the Company towards achieving its short and long-term objectives, setting corporate strategies for growth and new business development while providing advice and direction to the Management to enable the Company to achieve its corporate goals and objectives.

A Director shall at all times exercise his powers for a proper purpose and in good faith in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

A Director shall at all times avoid conflicts of interest and shall as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the directors of the Company. Every Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Companies Act 2016 ("**the Act**").

The Board's responsibilities outlined in this Board Charter should be read together with the relevant provisions of the Capital Markets and Services Act 2007 ("**CMSA**"), the Act, AMLR and other rules, regulations and guidelines issued by the Securities Commission Malaysia ("**SC**"), Bursa Securities and other relevant regulators and authorities, as the case may be.

2.3 Board Duties and Responsibilities

The Board is ultimately responsible for the decision-making of the Group, with the exception of matters requiring shareholders' approval. For effective discharge of their functions, the Board shall undertake, amongst others, the following duties and responsibilities: -

a) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;

b) To review and adopt strategic plans for the Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced;
c) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, the employees and assets as well as to ensure compliance with applicable laws and regulations;
d) To ensure that the Company has effective Board committees (i.e. Nomination Committee, Remuneration Committee, Audit and Risk Management Committee or any sub-committee formed by the Board from time to time (collectively, "**Board Committees**") as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the MCCG;
e) To review and approve the annual business plans, financial statements and annual reports;
f) To monitor the relationship between the Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders' communications policy for the Group; and
g) To appoint the Board Committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board Committees and deliberate on the recommendations thereon.

Having recognised the importance of an effective and dynamic Board, the Board members are to:

- Review and approve the annual corporate plan for the Group, which includes the overall corporate strategy, sustainability strategy, business development and marketing plan, human resources plan, financial plan, budget, regulatory plan and risk management plan;
- Review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances;
- Oversee the conduct of the Group's businesses to evaluate whether the businesses are being properly managed;
- Ensure the Company has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate responsibility;
- Identify principal risks and ensure the implementation of appropriate systems to manage these risks;
- Approve the nomination, selection, succession policies, and remuneration packages for the Board members, Board Committee members, Nominee Directors on the functional Boards of the subsidiaries and the Principal Officers, and the annual manpower budget for the Group, including managing succession planning, appointing, training, fixing the compensation of, and where appropriate replacing senior management or key management personnel;
- Approve the appointment, resignation or removal of company secretaries of the Company ("**Company Secretary**");
- Develop and implement an "investor relations programme" or "shareholder communications policy" for the Group, where necessary;
- Review the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the securities laws, the Act, and AMLR);
- Review and approve the financial statements encompassing annual audited accounts, quarterly reports, dividend policy, credit facilities from financial institutions and guarantees;
- Review and approve the Audit and Risk Management Committee Report and Statement of Risk Management and Internal Control for the annual report;
- Prepare a Corporate Governance Overview Statement in compliance with the MCCG for the annual report of the Company;
- Review and approve investment policies and guidelines for the Company's surplus funds, asset allocation policy and policy on exposure limits on investment with banking institutions;
- Review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any other matters;
- Approve the appointment of external auditors and fix their related audit fees;

- Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate; and
- Review conflict of interest issues relating to a Director or persons connected including approving related party transactions, subject to shareholders' approval, where required.

The Board is also mindful of the importance of building a sustainable business, and therefore takes into consideration the environmental, social and governance impact when developing the corporate strategy of the Group. The Board also ensures that the Company participates and undertakes activities in corporate social responsibilities.

2.4 Matters Reserved for the Board

To ensure that the direction and control of the Group are firmly in its hands, the matters reserved for the Board's decision are as follows:

- approval of corporate plans and programmes;
- approval of annual budgets, including major capital commitments;
- approval of new ventures;
- approval of material acquisitions and disposals of undertakings and properties; and
- changes to the management and control structure within the Group, including key policies and delegated authority limits.

2.5 Authority of the Board

The Board derives its authority to act from the Constitution, laws, rules and regulations governing companies in Malaysia.

The Directors may exercise their authority and perform their duties on behalf of the Company in managing the Company within the scope and jurisdiction of the Constitution.

The Board is the ultimate decision maker of the Company, with the exception of matters requiring the approval of shareholders as set out in the Constitution or this Board Charter. The Board sets the strategic direction and vision of the Company with the express assistance of senior management of the Company. The Board is fully responsible in its duties in leading, governing and monitoring the performance of the Company and ensuring management is able to execute its functions effectively.

2.6 Separation of Functions between the Chairman of the Board and Chief Executive Officer ("CEO")/MANAGING DIRECTOR ("MD")

The Board shall be under the leadership of the Chairman of the Board who is elected by members of the Board. The Chairman and the CEO/MD shall be two separate persons to ensure separation of power. This is to ensure that the roles and responsibilities are separate and distinct.

In the event that the positions of Chairman of the Board and CEO/MD are held by same person or a majority of independent Directors were not met, the Company shall give explanation and justification in the annual report of the Company.

The Chairman of the Board should not be a member of the Audit and Risk Management Committee, Nomination Committee or Remuneration Committee in line with the recommendation of the MCCG.

2.7 Role of the Chairman of the Board

The chairman of the Board is elected by members of the Board and will preside at all Board meetings and general meetings of the Company. The chairman of the Board will ensure that procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted.

The chairman of the Board carries out a leadership role in the conduct of the Board and the primary responsibilities of the chairman of the Board are, amongst others, as follows:

- Oversees and ensures the effectiveness of all aspects of the Board's functioning, including its composition, structure, processes, and performance;
- To lead the Board in adoption and implementation of good corporate governance practices;
- Responsible for organising and ensuring the efficient conduct of Board functions and meetings;
- To lead Board meetings and discussions as well as to set the Board agenda and ensure that Directors receive complete and accurate information in a timely manner to facilitate the effective contribution of all Directors at Board meetings;
- To promote constructive and respectful relations among Directors, and between the Board and Management in order to foster an environment conducive to open dialogue and collaboration; and
- To ensure appropriate steps are taken to provide effective communication with stakeholders and that stakeholder views are communicated to the Board as a whole.

2.8 Role of Managing Director ("MD")

The MD 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 is responsible for the day-to-day operations of the Group, within the authorities as delegated by the Board. The primary job tasks for the MD, amongst others, are as follows:

- focuses on the business and leads the senior management of the Company in making and implementing the day-to-day decisions on the business operations, managing resources and risks in pursuing the corporate objectives of the Group;
- to develop and implement corporate strategies for the Group;
- to ensure the efficiency and effectiveness of the Group's operations;
- to assess the business opportunities which have potential benefit to the Group;
- to bring material and other relevant matters to the attention of the Board in an accurate and timely manner; and
- to carry out other duties and responsibilities as may be delegated by the Board.

The MD shall be a Board member and have the capacity to appoint members of the Company, management or appropriate personnel to join the Board as executive Directors.

In the absence of the MD, any of the Executive Director who is fully acquainted with the running of the Company day to day affairs shall be the person direct responsible for the overall running of the Company.

2.9 Role of the Chief Executive Officer ("CEO")

The CEO holds primarily similar responsibility as MD of the Company, which the primary role is to assist MD in day-to-day operations of the Group. A CEO is not necessary a Board member.

2.10 Role of the Executive Directors ("ED")

The ED are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They are also responsible for implementing strategic plans and policies set by the Board and to assist MD/CEO in discharging his duties. They represent the Company at the highest level and are decision makers on matters within their scope. They liaise frequently with the MD and with each other to lead the management to drive the Company and the Group forward.

2.11 Role of the Independent Directors

The Independent Directors are non-executive directors of the Company and the Group. They are independent management and free from any significant business or other relationship with the Company and the Group. Hence, they are able to provide an unfettered and unbiased independent judgement and act in the best interest of the Company. The Independent Directors help to promote good corporate governance and ensure that the interests of all shareholders and not only the interests of a particular group and that all relevant matters and issues are objectively and impartially considered by the Board.

Their various roles in the Board Committees also contribute towards the enhancement of corporate governance and controls within the Group.

The Board has adopted a definition of independent setting out the interests and relationships to be considered by the Board in assessing the independence of each director following Rule 1.01 of the AMLR.

The role of the Independent Director is to constructively challenge and help develop proposals on strategy include, inter alia:

- to make an independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competence;
- to provide an independent view and demonstrate objectivity in reviewing and challenging the management's proposals at meetings, bringing an element of objectivity to the Board's decision making;
- to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to keep abreast of industry issues, market development and trend, and enable them to sustain their active participation in board deliberations; and
- act as a channel of communication between Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

2.12 Role of the Senior Independent Non-Executive Director

The Board may appoint a Senior Independent Director to whom the shareholders' and public's concerns can be conveyed.

The Senior Independent Non-Executive Director contributes by playing the following roles:

- to ensure all independent directors have an opportunity to provide input on agenda, advise the Chairman on quality, quantity and timeliness of the information submitted to the Management that is necessary or appropriate for the independent directors to perform their duties effectively;
- to consult the Chairman regarding board meeting schedule to ensure the independent directors can perform their duties responsibly and with sufficient time for discussion of all agenda items;
- to serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through the normal channels of contact with the Chairman or Executive Directors;
- to serve as the principal conduit between the independent directors and the Chairman on sensitive issues, for example, issues arising from "Whistle-Blowing''; and
- to chair the meeting between the Non-Executive Directors where both the Chairman and Executive Directors do not attend.

2.13 Board Committees

Board Committees will be formed only when it is necessary to discharge its duties effectively and to facilitate efficient decision-making.

Board Committees will observe the same rules of conduct and procedure as the Board unless the Board determines otherwise in a separate Terms of Reference. Board Committees will only speak or act for the Board when so authorised.

The Board has established the following Board Committees, each with clearly defined and approved Terms of Reference detailing the Board Committees' respective authorities, roles and responsibility in order to enhance business and corporate efficiency and effectiveness:

i) Audit and Risk Management Committee;
ii) Remuneration Committee; and
iii) Nomination Committee.

The Chairman of the relevant Board Committees will report to the Board on the key issues deliberated by the Board Committees at the Board meetings.

2.14 Tenure of Directors

Pursuant to the Constitution, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three, the number nearest to one-third (1/3) shall retire from office, and an election of directors shall take place at each Annual General Meeting ("**AGM**") of the Company. Each director is subject to retirement by rotation once in every three (3) years but shall be eligible for re-election.

The directors to retire at each AGM shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.

Any director appointed by the Board during the financial year shall hold office only until the next AGM of the Company and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

The tenure of the Executive Directors is tied to their executive office.

The independence of each director is reviewed at least annually, and individual directors do not participate in assessing their own independence.

The tenure of an independent director should not exceed a maximum cumulative term of twelve (12) years according to AMLR. Upon completion of nine (9) years, an independent director may continue to serve on the Board subject to the directors' re-designation as a non-independent director. For the Board to justify and seek shareholders' approval for retaining a person who has served in that capacity for more than nine (9) years and less than twelve years (12) years, as an independent director, the Nomination Committee/ Board must conduct a rigorous review to determine whether the Director is independent in character and judgment, taking into account the need for progressive refreshing of the Board.

In the event, the Board continues to retain the Independent Director after the nine (9) years, the Board should seek annual shareholders' approval through a Two-tier Voting Process (as provided below) and the manner to obtain the shareholders' approval on the resolution shall follow the recommendation of MCCG.

Two-tier Voting Process

- Shareholders' votes will be cast in the following manner at the same shareholders meeting:
  - Tier 1: Only Large Shareholder(s) of the company votes; and
  - Tier 2: Shareholders other than Large Shareholders votes.
- The decision of the resolution in determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one Large Shareholder, a simple majority of votes determine the outcome of the Tier 1 vote.
- The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.
- "Large Shareholder(s)" refers to a person who:
  - Is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in company;
  - Is the largest shareholder of voting shares in the company;
  - has the power to appoint or cause to be appointed a majority of the directors of the company; or
  - has the power to make or cause to be made, decisions in respect of the business or administration of the company, and to give effect to such decisions or cause them to be given effect to.

In the event that the Board wish to appoint the Independent Director who has served as an Independent Director in the Company or in any one or more of its related corporations for more than twelve (12) years before and observed the requisite three (3) year cooling period, the Company should make justification for the appointment as an individual as an independent director and explanation why there is none other eligible candidate in the statement accompanying a notice of annual general meeting and the immediate announcement in relation to the appointment of such independent directors.

3. BOARDROOM DIVERSITY POLICY

This Policy pursues to record, more formally, the Company's policy on Board diversity and to recognise the recommendation of the MCCG.

The Board is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

The Board acknowledges the importance to promote gender diversity, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board should be priority. Currently, there is no specific target for the female directors on Board, but the Company is endeavour to adopt the MCCG recommendation to have at least 30% female directors on the Board at all times, or whenever practicable.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background. The ultimate decision will be based on amongst others, merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity and age) will be disclosed in the Company's annual report.

Scope & Policies

The Board considers that the concept of diversity incorporates a number of different aspects, such as professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background.

(a) Board Mix

The Board shall include a balanced composition of Executive, Non-executive and Independent Non-Executive Directors to promote a strong element of independences in the Board. The Independent Non-Executive Directors shall be of sufficient calibre and standing, for their views to carry weight.

(b) Skills and Experience

The Board shall possess a balance of appropriate skills for the requirements of the business of the Company. The Directors shall have a mix of financial, legal, management and other backgrounds which when working in synergy, could provide the Company with considerable experience in a wide range of activities.

(c) Gender

The Board takes cognisant of the recommendation of the Malaysian Government to have at least 30% women as decision makers in corporate sector. The Company shall endeavour to increase female representation on the Board if there are appropriate candidates available when Board vacancies arise.

(d) Ethnicity/Nationality

The Company aspires to have a board of directors of different nationality or ethnic backgrounds who can contribute their knowledge and understanding of the business, industry and environment.

(e) Age

The Board is fully committed to promote age diversity, valuing the contribution of its members regardless of age, and seeks to eliminate age stereotyping and discrimination.

4. NOMINATION, APPOINTMENTS AND RE-APPOINTMENTS

The appointment of a new Director and re-appointments are the matter for consideration and decision by the Board upon appropriate recommendation from the Nomination Committee.

In making the recommendation to the Board, the Nomination Committee will consider the required mix of skills, experience, character, integrity, competence, time commitment and diversity, where appropriate, which the Director brings to the Board and the recommendation should be made based on the Fit and Proper Policy.

New Directors and the Directors who are subjected to re-appointment are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to devote sufficient time and attention to the affairs of the Company.

The Company Secretary shall have the responsibility of ensuring that relevant procedures relating to the appointments of new Directors and re-appointment of the retiring Directors are properly executed.

Upon appointment, new Directors are provided with comprehensive information on the Group to enable them to gain a better understanding of the Group's strategies and operations, and hence allow them to effectively contribute to the Board.

In the event of any vacancy in the Board, resulting in non-compliance with the AMLR, the Company must fill the vacancy within three (3) months.

5. DIRECTORS' EXTERNAL COMMITMENTS AND CONFLICT OF INTEREST

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his/her interest in accordance with the provisions of the Act. The Director concerned shall not participate in deliberations and shall abstain himself/herself from voting in any matter arising thereof.

Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, or a related company, the Director involved shall make full disclosure and act honestly in the best interest of the Company.

An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.

The disclosure should be made as soon as possible after the Director becomes aware of their interest. Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made, or the meeting held following the disclosure.

Where a potential conflict arises in any transaction involving any Director's interest, such Director shall abstain from discussion and the decision-making process.

6. DISQUALIFICATION OR VACATION OF OFFICE

The office of Directors shall ipso facto become vacant if the Director:

- ceases to be a Director by virtue of the Act;
- (not being the Managing or Deputy or Assistant Managing Director holding office as such for a fixed term) resigns from his office by notice in writing under his hand sent to or left at the office;
- is absent from more than fifty per cent (50%) of the total Board meetings held during a financial year, unless approval/ appropriate leave of absence is obtained or notified to the Chairman of the Board, Company Secretaries and/or Bursa Securities, where applicable;
- is removed from his office as Director by resolution of the Company in general meeting of which special notice has been given;
- becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the Mental Health Act 2001;
- becomes bankrupt during the term of office; or
- becomes prohibited or disqualified from being a Director by reason of any order made under the provisions of the Act or the AMLR or contravenes the Act.

7. TIME COMMITMENT FOR ACCEPTING NEW DIRECTORSHIP

All Board members shall notify the Chairman of the Board before accepting any new directorship.

The notification shall include an indication of time that will be spent on the new appointment.

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

As prescribed under the AMLR, each Board member must not hold directorships at more than five (5) public listed companies.

8. DIRECTORS' TRAINING

The Directors shall be regularly updated by the Company Secretary, the External Auditors or the Internal Auditors on new statutory, corporate and regulatory developments relating to directors' duties and responsibilities or the discharge of their duties as directors of the Company.

The Board should on continuing basis, evaluate and determine the training needs of each Director, particularly on relevant new law and regulations and essential practices for effective corporate governance and risk management to enable the Directors to effectively discharge their duties.

According to the AMLR, the trainings attended by each of the Directors should disclose in the Annual Report yearly.

9. COMPANY SECRETARY

The appointment, resignation and removal of the Company Secretary is a matter for the Board as a whole.

The Board recognises the fact that the Company Secretary should be suitably qualified and competent to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices in the Company.

The office of the Company Secretary shall be vacated if the Company Secretary resigns by notice in writing to the Company left at the registered office of the Company. Where a Company Secretary gives notice of resignation to the Directors, the Company Secretary shall cease to act as Company Secretary with immediate effect or on the date specified in such notice (as the case may be).

10. ACCESS TO ADVICE AND SERVICES OF THE COMPANY SECRETARY

Directors and the Board as a whole shall also have unlimited access to advice and services of the Company Secretary and may request information and documents relating to the Company from the Company Secretary in order to facilitate their work duties as Directors.

11. BOARD MEETINGS AND PROCEDURES

11.1 Board Meetings

a) The Board shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the Chairman's discretion. The Board meeting should not be combined with any of the Board Committees meetings.

b) The quorum of Board meeting shall be two (2) and a meeting of Directors for the time being at which a quorum present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Constitution vested in or exercisable by the Directors generally.

c) Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board after the meeting or at the subsequent meeting.

d) Actions on all matters arising from any meeting are reported at the following meeting.

e) The Board may invite external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the Board meetings at the discretion of the Board.

f) Any Director who has a direct or deemed interest in the subject matter to be deliberated shall abstain from deliberation and voting on the same during the meeting.

g) In the event the elected Chairman is not able to attend a meeting, a member of the Board shall be nominated as Chairman for the meeting.

h) The Board meeting may be held and conducted through the telephone or any communication equipment which allows all persons entitled to receive notice and participate in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

i) A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the directors present in Malaysia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Board. The resolutions are to be recorded in the Company's minutes book kept by the Company Secretary.

11.2 Notices of Meetings

a) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member at least five (5) business days before the date of the meeting.

b) As a best practice and to allow ample time for directors to study and evaluate the matters to be discussed and subsequently make effective decisions, the Board papers and agenda items shall be circulated to the Directors at least five (5) business days prior to the meeting.

11.3 Decision Making Process

A decision by the Board requires the majority of the votes cast by the Board members who take part in the processing of an issue. In the event of an equality of votes, the Chairman of the Board shall have the casting one.

12. INDEPENDENT PROFESSIONAL ADVICE

In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.

Where such advice is considered necessary for the discharging of his duties and responsibilities as Director and, for the benefit of the Company, such Director shall first discuss it with the Chairman of the Board and, having done so, shall be free to proceed, where appropriate.

Subject to the prior approval of the Chairman of the Board/ Board, the cost of the advice will be reimbursed by the Company, but the Director will ensure, so far as is practicable, that the cost is reasonable.

13. ACCESS TO INFORMATION

The Board should have access to all information pertaining to the Company and advice/ services of the Company Secretary and top level management staffs, typically including the C-Suite (i.e. Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, etc.) ("**Senior Management**") staff in the Group in a timely manner for the discharge of its duties effectively.

The Board may, whether as a full Board or in their individual capacity, seek independent professional advice, including the internal and external auditors, at the Company's expense to enable the directors to discharge their duties with adequate knowledge on the matters being deliberated.

The Board acknowledges that confidential information received in the course of exercise of the Board duties remains the property of the Group, whether it relates to the Group or another entity. It will not be disclosed unless either the Chairman of the Board has so authorised in writing or disclosure is required by law.

14. DIRECTORS' REMUNERATION

The remuneration policy of the Company is based on the philosophy of giving higher weightage on performance-related bonuses. These are entrenched in the remuneration policy for Executive Directors, which are reviewed annually by the Remuneration Committee. The performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company. The Executive Directors' remuneration will depend on the performance of the Group.

In the case of Non-Executive Directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the particular Non-Executive Director.

The Board will determine the level of remuneration for each Board member, taking into consideration the recommendations of the Remuneration Committee.

The Directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending board meetings of the Company.

The Directors concerned shall abstain from voting or discussing their own remuneration.

15. CODE OF CONDUCT AND ETHICS

The Directors are to maintain the highest degree of integrity and professionalism while at the same time promoting transparency and accountability in their actions.

The Company has in place "*Code of Ethics and Conduct*" which is formulated to enhance the standard of corporate governance and behaviour through:

a) Establishing standards of ethical conduct for Directors based on acceptable beliefs and values;

b) Upholding the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Group; and

c) Documenting and emphasising to the Directors, the integral obligation of each Director in performing his/her duty, to act in a manner that is lawful, honest, ethical and free from any conflict of interest or perceived conflict of interest.

16. ANTI BRIBERY AND CORRUPTION POLICY

The Board is committed to conduct the Group's business lawfully and ethically in all the countries where the businesses are located. In order to ensure that all business associates maintain high standards of business ethics and integrity whilst conducting business with the Group, the company has in place an Anti-Bribery and Corruption Policy.

17. WHISTLE BLOWING POLICY

The Company has in place "*Whistle Blowing Policy*" to manage improper conduct on the part of the Directors, if any. This policy covers areas from lodging of reports to investigation and corrective actions that are required to be taken.

Director's improper conduct is generally described as any conduct by a Director which if proved successfully, constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice and may include any of the following:

- The breach of any law, regulation or rule that is applicable to the Company. For example, a breach of insider trading laws;
- Any criminal act, including criminal breach of trust, extortion and sabotage;
- Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company's financial statements;

- Any other action that would cause significant harm to the Company or to any person(s); and
- The deliberate concealment of information concerning any of the matters listed above.

The Board has overall responsibility for this policy and shall oversee the implementation of this policy.

18. RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Board will maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders and the general public.

The Board will ensure that the General Meetings of the Company are conducted in an efficient manner and serve as a mode in shareholders' communications. These include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the general meetings of the Company.

The methods of communication engaged by the Company are, amongst others, as follows:

a) timely announcements and disclosures made to Bursa Securities; and
b) the Company's website, xxx which provides easy access to the corporate information pertaining to the Group and its activities, which is updated as and when necessary.

The Chairman encourages active participation of the shareholders during general meetings and provides reasonable time for discussion at general meetings.

The AGM is one (1) of the principal forum for communication with shareholders. The notices of the AGM and annual reports are sent out to shareholders at least twenty-one (21) days before the date of AGM.

The Board endeavours to have all its Directors to attend the general meetings. The minutes of the general meetings will be published through the website of the Company not later than thirty (30) business days after the general meeting.

19. ACCOUNTABILITY AND AUDIT

19.1 FINANCIAL REPORTING

The Board aims to present a clear and balanced assessment of the Group's financial position and future prospects that extends to the annual and quarterly reports.

The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group in accordance with the approved accounting standards. The Audit and Risk Management Committee plays an important role in ensuring the Company's financial statement is a reliable source of financial information and ensures the compliance of the applicable financial reporting standards before recommending the Company's financial statements to the Board.

18.2 EXTERNAL AUDITORS

The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the External Auditors through the Audit and Risk Management Committee.

The Audit and Risk Management Committee also keeps under its review the scope and results of the audit, its cost effectiveness, the independence and objectivity of the External Auditors of the Company. The Audit and Risk Management Committee ensures that the External Auditors do not supply a substantial volume of non-audit services to the Company.

Appointment of the External Auditors is subject to the approval of shareholders at general meeting. The External Auditors have to retire during the Annual General Meeting every year and be subject for reappointment by the shareholders of the Company for the ensuing year.

20. REVIEW OF BOARD CHARTER

Where necessary, the Board Charter will be reviewed and updated by the Board to ensure its relevance in assisting the Board to discharge its duties with the changes in the corporate laws and regulations that may arise from time to time and to remain consistent with the Board's objectives and responsibilities. Any updates to this Board Charter shall be made available on the corporate website.

END.

-Adopted on 13 January 2026-