



Industronics Berhad (23699-X)

Incorporated in Malaysia

## BOARD CHARTER

## 1. PREAMBLE

The directors of Company regard Corporate Governance as vitally important to the success of the Company's business and are unreservedly committed to applying the principles necessary to ensure that good governance is practised in all of its business dealings in respect of its shareholders and relevant stakeholders:

All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

All Board members are responsible for the company achieving the highest level of business conduct.

The Board is the focal point of the company's Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the company.

## 2. PURPOSE

The purpose of this Board Charter is to regulate how business is to be conducted by the Board in accordance with the principles of good Corporate Governance. The Board Charter sets out the specific responsibilities to be discharged by the Board members collectively, and the individual roles expected from them.

## 3. OBJECTIVES

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislation and regulations affecting their conduct and to ensure that the principles of good Corporate Governance are applied in all their dealings in respect, and on behalf, of the company.

In pursuit of the ideals in this Board Charter, the intention is to exceed "minimum requirements" with due consideration to recognised standards of best practice locally and internationally.

## 4. BOARD LEADERSHIP

There are two key tasks at the top of a Company, the running of the Board and the executive responsibility for the running of the company's business. There should be a clear division of responsibilities at the head of the company to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.

The Board should provide leadership and vision to the company in a way that will enhance shareholder and ensure long-term sustainable development and growth of the company.

The roles of Chairman and CEO/MD are separate, with responsibilities divided between them.

## 5. The Chairman

The Chairman is responsible for representing the Board to the shareholders and indirectly to the general public for performance.

The Chairman is responsible for ensuring the integrity and effectiveness of the governance process of the Board.

The Chairman must ensure that the content and order of the agenda are appropriate and that the members of the Board have the relevant papers in good time. The Chairman must also ensure that the Board members are properly briefed on issues arising at board meetings and that all available information on an issue is before the Board.

The Chairman is responsible for maintaining regular dialogue with the Chief Executive Officer ("CEO") or the Managing Director ("MD") over all operational matters and will consult with the remainder of the Board promptly over any matter that gives him or her cause for major concern.

The Chairman will act as facilitator at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussion, that appropriate discussion takes place and that relevant opinion among members is forthcoming. The Chairman will ensure that discussions result in logical and understandable outcomes.

Between Board meetings the Chairman shall maintain an informal link between the Board and the CEO/MD, expect to be kept informed by the CEO/MD on all important matters, and is available to the CEO/MD to provide counsel and advice where appropriate.

## **6. The CEO/MD**

The Board will link the company's governance and management functions through the CEO/MD.

The task of the CEO/MD is to run the business and to implement the policies and strategies adopted by the Board.

The CEO/MD must supervise and control the general management and operation of the Company.

All Board authority conferred on management is delegated through the CEO/MD, so that the authority and accountability of management is considered to be the authority and accountability of the CEO/MD so far as the Board is concerned. The Board must agree to the levels of sub-delegation immediately below the CEO/MD.

Only decisions of the Board acting as a body are binding on the CEO/MD. Decisions or instructions of individual members of the Board, officers or committees are not binding except in those instances where specific authorisation is given by the Board.

The CEO/MD, in association with the Chairman, is accountable to the Board for the achievement of the company goals and the CEO/MD is accountable for the observance of the management limitations.

The CEO/MD is expected to act within all specific authorities delegated to him by the Board.

The CEO/MD is expected to not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics and not to cause or permit any action that does not take into account the health, safety, environmental and political consequences and their effect on long-term shareholder value.

The CEO/MD, with the management team, is expected to ensure that the assets of the company are adequately maintained and protected, and not unnecessarily placed at risk. The company must be operated with a comprehensive system of internal control, and assets or funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards consistent with the company's risk management policies and processes and that are acceptable to the company's external auditors. In managing the risks of the company, the CEO/MD is expected to not cause or permit anyone to substitute their own risk preferences for those of the shareowners as a whole.

The CEO/MD is expected to not permit employees and other parties working for the company to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.

The CEO/MD is expected to not cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of the business and are proportional to the extent that the contribution in question has furthered such purposes.

## **7. COMPOSITION OF THE BOARD**

The company has a unitary board, currently consisting of 1 executive and 3 non executive directors of whom three are considered independent and thus obtain the desired level of objectivity and independence in Board deliberations and decision-taking.

**7.1** An executive director is considered an individual who:

- is involved in the day-to-day management of the company; and/or
- is a full-time salaried employee of the company and/or its subsidiaries.

**7.2** A non-executive director is considered an individual who:

- (a) is not involved in the day-to-day management of the company; and/or
- (b) is not a full-time salaried employee of the company or its subsidiaries; and/or
- (c) an individual in the full time employment of the holding company, or any of its subsidiaries other than this company, shall also be considered a non-executive director to the extent that they carry no executive authority over the day-to-day affairs of the company and its subsidiaries.

**7.3** An independent non-executive director is considered an individual who:

- (a) is not a representative of a shareholder who has the ability to control or significantly influence management;
- (b) has not been employed by the company or the group of which it currently forms part, in any executive capacity for the preceding three financial years;
- (c) is not a member of the immediate family of an individual who is, or has been in any of the past three financial years, employed by the company or the group in an executive capacity;
- (d) is not a professional advisor to the company or the group, other than in a director capacity;
- (e) is not a significant supplier to, or customer of, the company or group;
- (f) has no significant contractual relationship with the company or the group; and
- (g) is free from any business or other relationship which could be seen to materially interfere with the individual's capacity to act in an independent manner and exercise an objective judgement;

- (h) is a person qualified under the Companies Act and listing requirement of Kuala Lumpur Stock Exchange.
- (i) Procedures for appointments to the Board should be formal and transparent. The Nominating Committee is responsible for the assessment and nomination of potential new directors.

7.4 The Board shall define an appropriate division of duties and responsibilities on the Board, identifying key roles and performance standards for Board members and ensure that Board members clearly understand these functions.

7.5 Qualifications for membership of the Board are:

- (a) an appropriate knowledge, understanding and experience of the conduct of the business, as well as the laws, customs and values that govern the activities of the organisation;
- (b) the ability to make sensible and informed business decisions and recommendations;
- (c) an entrepreneurial talent for contributing to the creation of shareholder value;
- (d) ability to ask hard questions;
- (e) high ethical standards and sound practical sense;
- (f) ability to see the wider picture and perspective, with some benefit of international experience;
- (g) integrity in personal and business dealings; and
- (h) total commitment to furthering the interest of the shareholders and to achieve the company's goals.

7.6 Key competencies required for non-executive directors include:

- (a) to contribute an independent view to matters under consideration;
- (b) an ability to add value to Board deliberations;
- (c) to add to the breadth and depth of experience of the Board;
- (d) an ability to clearly communicate;
- (e) an ability to demonstrate a wide, and unfettered, perspective on issues and bring to the Board integrity and a strong sense of ethics;
- (f) organisational and strategic awareness and an appropriate level of financial literacy;
- (g) knowledge of the responsibilities of a director; and
- (g) an ability to constructively collaborate as part of a team contributing towards the successful performance of the company.

#### 7.7 Size of the Board

The size of the Board is dictated by the company's Articles of Association ("Articles"), which permits a maximum of not more than 9 directors to be appointed to the Board.

The Board composition must be sufficient to:

- (a) Ensure a wide range of skills and knowledge, views and experience, such that the common purpose, involvement, participation, harmony and sense of responsibility of Board members is not jeopardised; and;
- (b) Achieve the balance of skills, experience, and professional and industry knowledge necessary to meet the company's strategic objectives.

## 7.8 Time period of office

Generally, Board members have no fixed term of appointment, but retire by rotation every 3 years.

New Board members will only hold office until the next annual general meeting at which they will retire and become available for election.

All Board members are subject to retirement by rotation and re-election by shareholders at least once every 3 years in accordance with the Articles.

Non-executive directors shall agree to consult the Chairman in regard to external appointments. While the Board encourages its executive directors to accept outside appointments to other boards, this must first be discussed with the Chairman and CEO/MD, and will be considered to the extent that it is not in conflict with the business and will not detrimentally affect their executive responsibilities.

Retirement - the retirement age for all directors shall be in accordance to the requirement of the Companies Act, 1965.

Retention as Independent Non-Executive Directors of the Company pursuant to the Malaysian Code on Corporate Governance 2012 - in accordance to the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad Main Market Listing Requirements.

## 7.9 Remuneration

The Board recognises that the levels and make-up of remuneration should be sufficient to attract and retain the Directors needed to run the Group successfully. The remuneration package of the Executive Directors is structured to link reward to corporate and individual performance. The level of remuneration for non-executive directors is subject to the experience and responsibilities undertaken by them.

The Chairman of the Board will be paid a level of fee appropriate to his or her office.

Remuneration will be reviewed annually by the Board.

A formal and transparent procedure must be established for developing policy on executive remuneration and for fixing the remuneration packages of individual Board members.

No Board member will be involved in deciding his own remuneration.

The Board should report to the shareholders on remuneration and this should be included in the annual report and accounts.

### 7.10 Induction of new directors

The Nominating Committee is responsible for the assessment and nomination of potential new directors.

On appointment, non-directors will have the benefit of an induction programme aimed at deepening their understanding of the company and the business environment and markets in which the company operates that includes background material, meetings with senior management and visits to the company's facilities. The induction programme will entail the following:

- (a) knowledge of the company (ownership power, rules, regulations and company law, board structure, membership and processes);
- (b) knowledge of the business (business processes, corporate strategies, organisation, management and people);
- (c) knowledge of the financials (annual accounts, directors' reports, trends of the key financial ratios and financial performance of the business); and
- (d) expectations on appointment (discussions with Chairman with regards to the role, why nominated, potential contributions, particular knowledge, etc.).
- (e) As part of the induction programme, newly appointed non-executive directors will receive induction materials which contain essential Board and company information.
- (f) New Board members with no or limited board experience shall receive development and education to inform them of their duties, including fiduciary responsibilities, powers and potential liabilities.
- (g) All Board members are expected to keep themselves abreast of changes and trends in the business and in the company's environment and markets, which shall include changes and trends in the economic, political, social and legal climate generally.

### 7.11 Succession planning

The Board as a whole shall be responsible, in fact as well as procedure, for selecting its own members and in recommending them for election or re-election by the shareholders and to select, monitor, evaluate and replace other senior executives when necessary.

The Board has delegated the screening process involved to the Nominating Committee with the direct input from the Chairman of the Board and the CEO/MD (as appropriate).

There shall be reports annually by the CEO/MD to the Board on senior management succession planning, also providing details of the company's programme for management development. There shall also be available, on a continuing basis, the CEO'S/MD's recommendations as a successor should he or she be unexpectedly disabled.

Board continuity, subject to performance and eligibility for re-election, is imperative.

## 8. ROLE OF THE BOARD

- 8.1 The Board's primary responsibilities, based on a predetermined assessment of materiality, include giving strategic direction to the Company, identifying key risk areas and key performance indicators of the Company's business, monitoring investment decisions, considering significant financial matters, and reviewing the performance of executive management against business plans, budgets and industry standards.
- 8.2 The Board is explicitly responsible for the stewardship of the company and in discharging its obligations, the Board assumes responsibility in the following areas:
- (a) retain full and effective control over the company, and monitor management in implementing Board plans and strategies;
  - (b) ensure that a comprehensive system of policies and procedures is operative;
  - (c) identify and monitor non-financial aspects relevant to the business;
  - (d) ensure ethical behaviour and compliance with relevant laws and regulations, audit and accounting principles, and the company's own governing documents and codes of conduct;
  - (e) strive to act above and beyond the minimum requirements and benchmark performance against international best practices and not only to comply in practice, but be seen to comply;
  - (f) define levels of materiality, reserving specific powers to the Board and delegating other matters with the necessary written authority to management and instituting effective mechanisms that ensure Board responsibility for management performance of its functions;
  - (g) act responsibly towards the company's relevant stakeholders; and
  - (h) be aware of, and commit to, the underlying principles of good governance and that compliance with corporate governance principles is reviewed regularly.
- 8.3 Having regard to its role, the Board is concerned with key elements of the governance processes underpinning the operation of the company with particular attention to the following:
- (a) review the strategic direction of the company and adopt business plans proposed by management for the achievement thereof;
  - (b) approve specific financial and non-financial objectives and policies proposed by management;
  - (c) review processes for the identification and management of business risk and processes for compliance with key regulatory and legal areas;
  - (d) delegate authority for capital expenditure and review investment, capital and funding proposals reserved for Board approval;
  - (e) review succession planning for the management team and endorse senior executive appointments, organisational changes and high level remuneration issues;
  - (f) provide oversight of performance against targets and objectives; and
  - (g) provide oversight of reporting to shareowners on the direction, governance and performance of the company as well as other processes that need reporting and other disclosure requirements.

8.4. The day-to-day management will be in the hands of the CEO/MD and management.

## 9. BOARD GOVERNANCE

### Board procedures

9.1 The conduct of Board members will be consistent with their duties and responsibilities to the company and thus to the shareholders.

9.2 The directors will always act within limitations imposed by the Board on its activities

9.3 Directors' responsibilities and limitations are primarily set out in the Articles, the Companies Act 1965, the Listings Requirements of the Bursa Securities Berhad, the Securities Commission Act and Board and/or shareholders' resolutions.

9.4 The Board shall be disciplined in carrying out its role, with the emphasis on strategic issues and policy.

9.5 The Board's discussions will be open and constructive. The Chairman will seek a consensus in the Board but may, where considered necessary, call for a vote. Discussions and records will remain confidential unless a specific direction from the Board to the contrary.

9.6 The Board has sole authority over its agenda, however, any Board member may request an addition of an item on the agenda.

9.7 The Board members are entitled to have access, at reasonable times, to all relevant company information and to senior management to assist them in the discharge of their duties and responsibilities to enable them to take informed decisions.

9.8 The Board members are expected to strictly observe the provisions of the Statutes applicable to the use and confidentiality of company information.

9.9 At each Board meeting the Board shall, *inter alia*, consider:

- (a) a report from the Finance Division;
- (b) reports on the activities from the company's individual business divisions;
- (c) specific proposals for capital expenditure and acquisitions; and
- (d) major issues and strategic opportunities for the company

9.10 There will be a procedure agreed by the Board for the furtherance of their duties to take independent professional advice, if necessary, at the company's expense.

9.11 At intervals of not more than one year, the Board will:

- (a) review and evaluate the present and future strengths, weaknesses and opportunities in respect of the company. Comparisons with competitors, locally and internationally, and best practice are important elements of this process;
- (b) review and approve the company's financial objectives, plans and actions and significant allocation and expenditure.

- (c) review the company's goals and the strategies for achieving the company's goals;
- (d) approve the annual budget;
- (e) approve the preliminary and quarterly financial statements, annual report, other reports to shareholders and public announcements;
- (f) consider and, if appropriate, declare or recommend the payment of dividends;
- (g) review the Board's composition, structure and succession;
- (h) review the company's audit requirements;
- (i) review the performance of, necessity for and composition of the Board's committees;
- (j) review the directors' remuneration;
- (k) review remuneration policies and practices in general.
- (l) review risk assessment policies and controls, including compliance with legal and regulatory requirements;
- (m) review the company's codes of conduct and ethical standards;

## 10. BOARD COMMITTEES

The Board is authorised to form committees and Board committees will be formed only when it is efficient or necessary to facilitate efficient decision-making to assist the Board in the execution of its duties, power and authorities. Delegating authority to Board committees or management does not in any way mitigate or dissipate the discharge by the Board of their duties and responsibilities.

There shall be transparency and full disclosure from the Board committees to the Board, except where the committee has been mandated otherwise by the Board.

Board committees will observe the same rules of conduct and procedures as the Board, unless the Board determines otherwise.

Board committees will only speak or act for the Board when so authorised. The authority conferred on a Board committee will not derogate from the authority delegated to the MD by the Board.

The Board has three standing committees, namely the Audit Committee, the Remuneration and Nominating Committee.

The purpose and membership of the Board committees are as follows:

### Audit Committee

The Committee currently consists of 3 non-executive directors.

The Audit Committee must be appointed by the Board of Directors from amongst their numbers, which fulfils the following requirements:

- the Audit Committee must be comprised of not fewer than 3 members.
- a majority of the members must be independent directors.

- at least one member of the audit Committee must be a member of the Malaysian Institute of Accountants (MIA); or any other equivalent qualification recognised by MIA.
- The Chairman shall be an independent, non-executive director appointed by the Board.

The Company Secretary shall act as Secretary to the Committee and shall provide the necessary administrative and secretarial services for the effective functioning of the Committee.

The Committee is empowered by the Board to:

- Have authority to investigate any matter within its terms of reference;
- Have the resources which are required to perform its duties;
- Have full and unrestricted access to any information pertaining to the Company;
- Have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
- Be able to obtain independent professional or other advice; and
- Be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company.

#### Remuneration Committee

The Committee currently consists of 2 non-executive directors. It shall be chaired by an independent and non-executive director.

The Remuneration Committee recommends to the Board the policy framework and remuneration and benefits extended to individual Executive Directors. Non-Executive Directors' remuneration will be a matter to be decided by the Board as a whole, with the Directors concerned abstaining from deliberation and voting in respect of their remuneration.

#### Nominating Committee

The Nominating Committee consists of 2 non-executive directors.

The responsibilities of the Nominating Committee amongst others, consist of:-

- recommend to the Board, suitable candidates for appointment as Director and to fill vacant seats on the committees of the Board,
- assist the Board, in reviewing on an annual basis the required mix of skills and experience of the Board.
- Assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director.

### **11. MATTERS RESERVED FOR THE BOARD**

The following matters shall be reserved for decision by the Board, supported by any recommendation as may be made from time to time by the committees of the Board (as appropriate):

#### **Financial**

The adoption of any significant change or departure in the accounting policies and practices of the company and its subsidiaries;

- (a) Raising of incremental borrowing facilities;
- (b) Approval of annual financial statements, the approval of interim reports, the declaration of dividends and the forfeiture of unclaimed dividends; and
- (c) Recommendation to shareholders of any increase, reduction or alteration to the share capital of the company and the allotment, issue or other disposal of shares of the company (except for shares allotted under any share incentive scheme).

#### **Statutory and Administrative**

- (a) Recommending amendments to the Memorandum or Articles of the company;
- (b) Appointment, removal or replacement of the external auditor of the company;
- (c) Frequency of meetings of the Board;
- (d) Convening of general meetings of shareowners of the company;
- (e) Approval of proxy forms for annual and general meetings of shareowners of the company;
- (f) Formulation of recommended policies in relation to industrial relations;
- (g) Prosecution, defence or settlement of legal or arbitration proceedings where material and except in the ordinary course of business;
- (h) Granting of general signing authorities pursuant to the Articles of the company;
- (g) Appointment, removal or replacement of the company secretary;
- (h) Establishing any overseas branch or duplicate register of shareowners of the company;

#### **Regulatory**

- (a) The approval of terms and conditions of the company's rights issues, public offers, capital issues or issues of convertible securities including shares or convertible securities issued for acquisitions;
- (b) the approval and authority to issue circulars to shareholders of the company;
- (c) the approval of and authority to issue prospectuses, listing particulars, rights offers or takeover or merger documents;
- (d) recommending to shareholders that they approve any ordinary or special resolutions in respect of the company;
- (e) recommending that the shareholders take a particular course of action proposed by the Board; and
- (f) any decision to list the company's shares on any stock exchange or to terminate any such listing.

## **Manpower**

- (a) Appointments to and removals from the Board including the appointment of the Chairman, CEO/MD, executive directors and non-executive directors, and the approval of nominations of alternate directors (if any) as recommended by the Nominating Committee;
- (b) the appointment of, terms of reference and changes in the composition of the committees of the Board as are established from time to time;
- (c) any increase of Board members' fees as recommended by Remuneration Committee, which shall finally be approved by shareholders in a general meeting;

## **12. MANAGEMENT OF RISKS**

The Board regards risk management as an integral part of the business operation and had always considered good management of risks as a key factor in the development of corporate strategies and investment decisions.

The objective of risk management is to identify, assess, manage and monitor the risks to which the business is exposed - internally and externally.

The Board must appreciate the business risk issues and key performance indicators affecting the ability of the company to achieve its strategic purpose and objectives.

The Board must ensure that appropriate systems are in place to manage the identified risks, measure the impact and to proactively manage it, so that the company's assets and reputation are suitably protected.

## **13. BOARD MEETINGS**

Board members will use their best endeavors to attend Board meetings and to prepare thoroughly. Board members are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table. Board members who are unable to attend shall advise the Chairman at an early date, and confirm in writing to the company secretary.

### **Frequency and Quorum**

Meetings of the Board will be held at such time and at such venue as the Board deems appropriate, but it will normally meet at least quarterly or where circumstances necessitate.

The quorum necessary for the transaction of business is fixed by the Articles, which currently is 2.

In addition to the matters set out in this Board Charter, meetings and proceedings of the Board will be governed by the company's Articles. Except under exceptional circumstances, at least 10 days' notice will be given of a meeting of the Board.

The Chairman must establish standards for preparation of board papers and reports.

### **Agenda and meeting papers**

The Chairman must ensure that an agenda is prepared prior to the meeting, raising issues that require attention, ensuring that proceedings are conducted efficiently and all appropriate matters addressed.

The company secretary must also work with the Chairman on preparing the agenda.

The company secretary must circulate the agenda and other meeting papers to the Board members at least 5 days before the date set down for the meeting.

#### **Conflicts of Interest**

Board members are required to inform the Board of conflicts or potential conflicts of interest they may have in relation to particular items of business, preferably in advance.

Board members are required to disclose their shareholdings in Group other directorships and any potential conflict of interest.

Board members should absent themselves from discussion or decisions on matters in which they have a conflicting interest, unless resolved otherwise by the remaining members of the Board.

#### **Retention of meeting papers**

All meeting papers and submissions made at the Board meeting must be left in the boardroom on conclusion of the meeting.

A record of Board submissions and papers, and of material presented to the Board, shall be maintained and held by the company secretary together with the minutes of meetings and will be accessible to directors.

#### **Minutes**

Minutes of the Board meeting will be circulated to all members of the Board by the company secretary within 2 weeks of the date of the Board meeting.

The practice for minutes shall be to record processes and outcomes, rather than the course of discussion.

### **14. SHARE DEALINGS BY MEMBERS**

Board members are encouraged to hold shares in the company, recognising that this has the capacity, in many cases, to increase the focus of Board members on company performance and share value and therefore will be in the interests of all shareholders.

When buying or selling shares, Board members must strictly observe the provisions of the company's Articles, the company's own internal rules and all relevant legislative or regulatory procedures, and should follow any procedural recommendations prescribed by the Board from time to time.

### **15. BOARD EVALUATION AND PERFORMANCE**

The Nominating Committee evaluate the performance of the Board members,

The Board committees shall also regularly be reviewed by the Nominating Committee to ascertain their performance and effectiveness

## **16. BOARD'S RELATIONSHIP WITH SHAREHOLDERS**

The Board must endeavour to familiarise itself with issues of concern to shareholders.

The company encourages shareholders to attend its annual general meetings, which provide opportunities for shareholders to ask questions of the Board.

The Board will evaluate economic, political, social and legal issues on a regular basis, as well as any other relevant external matters that may influence or affect the development of the business or the interests of the shareholders and, if appropriate, take outside expert advice.

## **17. COMPANY SECRETARY**

The company secretary has a key role to play in ensuring that board procedures are both followed and reviewed regularly, and has the responsibility in law to ensure that each Board member is made aware of and provided with guidance as to their duties, responsibilities and powers.

It is the responsibility of the Board, and in its own best interests, to ensure that the company secretary remains capable to fulfil the function for which they have been appointed, and the appointment and removal of the company secretary is a matter for the Board as a whole.

The company secretary is responsible for ensuring that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with its efficient operation are maintained.

The company secretary must maintain statutory books in accordance with legal requirements.

In addition to the statutory duties of the company secretary, he must provide the Board as a whole and the Board members individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the company.

The company secretary should provide a central source of guidance and advice to the Board and its committees on issues including compliance with rules and procedures, statutory regulations.

The company secretary must keep abreast of, and inform, the Board of current governance thinking and practice.

The Board members have unlimited access to the company secretary.

## **18. REVIEW OF THE BOARD CHARTER**

The Board Charter has been adopted by the Board on (date). Any subsequent amendment to the Charter can only be approved by the Board.

The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

The Board Charter is made available for reference in the Company's website at [www.industronics.com](http://www.industronics.com).