MKH BERHAD

Registration No: 197901006663 (50948-T)

BOARD CHARTER

1.0 INTRODUCTION

The board of directors of the Company (**"Director(s)"**) or (**"Board"**) primary responsibility is towards the Company and its subsidiaries (**"Group"**) and its shareholders and strives to ensure that the Company and the Group are well managed and shareholders' value enhanced.

2.0 PURPOSE

The Board Charter is to promote the highest standards of corporate governance within the Group and to clearly set out the principles of the operation of the Board and to describe the roles, functions and responsibilities of the Board and those functions and responsibilities delegated to management.

3.0 THE BOARD

3.1 Board Balance and Mix

The Board consists of qualified individuals with diverse professional background, skills, expertise and knowledge in discharging its responsibilities for the proper functioning of the Board. The Constitution of the Company provides that there shall be a minimum of two (2) Directors and a maximum of twelve (12) Directors.

At any one time, the Company must ensure that at least two (2) directors or one-third (1/3) of the Board of the Company, whichever is the higher, are Independent Directors (**"IDs"**).

In the event of any vacancy in the Board, resulting in non-compliance of the number of IDs required in the Board, the Company shall fill the vacancy within three (3) months from that event.

The Board shall appoint a Senior Independent Director who will attend to any query or concern raised by shareholders.

The Board is led by an Executive Chairman (**"Chairman"**), who is accountable for ensuring the integrity and effectiveness of the governance process of the Board as well as to ensure that all strategic and critical issues are discussed by the Board in a timely manner.

The roles and responsibilities of the Chief Executive Officer (**"CEO"**) in the Company is assumed by the Managing Director (**"MD"**). There is a clear division of responsibilities between the roles of the Board Chairman and the MD which are held by two different individuals to ensure a balance of authority and power.

The Board is mindful of the recommendation of the Malaysian Code on Corporate Governance (**"MCCG"**) to have at least 30% women director and acknowledges the importance of diversity in its Board. The Board believes that not adopting a formal diversity policy is not detrimental to the Company, as the Nomination Committee (**"NC"**) will take the necessary steps to ensure suitable women candidates are sought for appointment to the Board.

3.2 Appointment and Re-election

The appointment of a new Director is a matter for consideration and decision by the Board, upon the recommendation from the NC. In identifying candidates for appointment to the Board, the NC and the Board will not solely rely on the recommendations from existing Directors, management or major shareholders but may also utilise independent sources to identify qualified candidates, where appropriate.

During the evaluation of candidates for appointment to the Board, the NC and the Board will consider, amongst others, the candidates: -

(a) skills, knowledge, expertise and experience;
(b) competency and performance;
(c) time commitment and potential contribution; and
(d) in the case of candidates for the position of Independent Non-Executive Directors (**"INED"**), the Board shall also evaluate the candidates' ability to discharge such responsibilities/ functions as are expected from INED.

The Company's Constitution provides that any person appointed by the Board either to fill a casual vacancy or as an addition to the existing Directors, shall hold office until the conclusion of the next Annual General Meeting (**"AGM"**) and shall then be eligible for re-election.

The Constitution also provides that at least one third (1/3) of the remaining Directors are required to retire from office by rotation annually and subject to re-election at each AGM. All Directors, including the MD shall retire from office at least once in every three (3) years but shall be eligible for re-election.

3.3 Time commitment for accepting new directorships

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. A Director should not hold more than five (5) directorships in public listed companies in Malaysia. The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company.

3.4 Disqualification or Vacation of Office

The office of a Director shall become vacant if the Director: -

(a) resigns from office by notice in writing to the Company;
(b) becomes disqualified from being a Director under Sections 198 or 199 of the Companies Act, 2016 ("**CA 2016**");
(c) becomes of unsound mind;
(d) dies;
(e) is absent for more than 50% of the total Board meetings held in the financial year;
(f) is convicted by a court of law, whether within Malaysia or elsewhere in relation to the offences set out in Paragraph 15.05(1) of the Main Market Listing Requirements; and
(g) is removed from his office as Director by ordinary resolution of the Company in a meeting of shareholders of which special notice has been given in accordance with Section 206(3) of the CA 2016.

3.5 Board Role

3.5.1 Power and Duties of Directors

The business affairs of the Company shall be managed by or under the direction of the Directors who may exercise all such powers of the Company, and do on behalf of the Company all such acts as are within the scope of the Constitution of the Company and of the Companies Act, 2016 and other applicable laws and regulations.

Directors shall keep all Board discussions, deliberations and decisions that are not publicly known confidential and not to use that information gained through the Board for their own interest.

A Director shall at all times act in good faith in the best interest of the Company and the Group and use reasonable diligence in the discharge of his/her duties and avoid conflict of interest with the Company and the Group. The Director concerned shall not participate in deliberations and shall abstain himself/herself from casting his votes in any matter arising thereof.

3.5.2 Duties and Responsibilities of the Board

The Board takes full responsibility for the overall governance, monitoring, and overseeing the management and direction of the Company and the Group. The Board also sets corporate values and promote good corporate governance culture within the Company and the Group, which reinforces ethical, prudent and professional behaviour to ensure its obligations to shareholders and stakeholders are met. To ensure the effective discharge of its functions, the Board assumes the following key duties and responsibilities: -

(a) set corporate values and promote good corporate governance culture within the Group, which reinforces ethical, prudent and professional behaviour to ensure our obligations to shareholders and stakeholders are met;

(b) reviewing and approve management's proposals for the Group on matters including but not limited to the overall corporate strategy, business plan, annual budgets and regulatory plan, and monitor its implementation by management;

(c) review and approve, and oversee the implementation of strategic initiatives and business plans of the Group's business that support sustainability and long-term value creation and includes strategies on economic, environmental, social and governance considerations underpinning sustainability;

(d) evaluate, modify (if deemed necessary) and approve modifications to the approved business plans and annual budgets (including capital expenditure budget) based on a fair evaluation and robust discussion of the underlying assumptions;

(e) review, approve and ensure compliance of all major policies of the Group;

(f) ensure that all members of the Board and the management have the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board members, CEO/MD, and Senior Management of the Group;

(g) identify principal business risks faced by the Group and ensure the implementation of an appropriate internal controls and risk management framework to mitigate and address such risks;

(h) set the risk appetite within which the Board expects management to operate, and ensure that there is an appropriate risk management framework and internal controls to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;

(i) establish the appropriate Board committees where required, and be responsible for all decisions made by the Board committees;

(j) review the adequacy and integrity of our Group's financial and non-financial reporting, internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;

(k) ensuring there is a group wide framework on corporate governance, namely code of conduct and ethics, policies and procedures on anti-bribery and corruption, whistle-blowing, managing potential conflict of interest situations including potential conflict of interest between any director and the Company or its subsidiary; and between the Company and its subsidiaries;

(l) review and approve the financial statements encompassing annual audited accounts, dividend policy, credit facilities from financial institutions and guarantees;

(m) approve the appointment of all external advisers and their related advisory fees subject to the approved authorised limits; and

(n) carry out or perform such other functions as deemed necessary in the discharge of its fiduciary duties under the relevant laws, rules and regulations.

The Board retains ultimate accountability and responsibility for the affairs and business of the Company and the Group and will be guided by the principles and best practices as stated in the MCCG.

3.5.3 Matters Reserved for the Board

The following matters, amongst others, are specifically reserved for the Board: -

(a) approval of material acquisitions and disposals of undertakings and properties, including significant capital expenditures not in the ordinary course of business;

(b) approval of new business ventures (strategic investments, mergers and acquisitions and corporate exercises) which may or may not represent a significant diversification from the Group's existing business activities;

(c) related party transactions and conflicts of interest matters;

(d) declaration of dividend and Directors' fees and benefits for Non-Executive Directors to be approved by shareholders;

(e) changes to the management and control structure within the Group, including key policies;

(f) changes to the Board structure, e.g. appointment and removal of Directors, Company Secretary, establishment of Board committees, members and accompanying Terms of Reference;

(g) approval of financial statements, director's report, Statement on Risk Management and Internal Control etc.;

(h) establishment and implementation of Company's ethical policies and review of the Anti-Bribery and Corruption framework;

(i) changes to Company's Constitution and any other matters that are requiring Board's approval under limits of authority and any item not specifically addressed in the limits of authority;

(j) comply with environment, safety, health and other applicable legislation by understanding the operations being carried out by employees and the hazards and risks associated with such operations; and

(k) delegate authority limits.

3.5.4 Roles, Duties and Responsibilities of Chairman

The Chairman is primarily responsible for the following:

(a) providing leadership to the Board so that its members can perform its roles, duties and responsibilities effectively;

(b) leading the Board in establishing effective corporate governance system and practices in the Company;

(c) setting the Board agenda for each board meeting, with the assistance of the Company Secretary(ies) and the MD;

(d) ensuring the provision of accurate, complete and timely information to the members of the Board to facilitate decision-making;

(e) promoting constructive and respectful relations between Board members and managing the interface between the Board and management;

(f) lead Board meetings and discussions by encouraging active participation and allowing dissenting views to be freely expressed;

(g) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;

(h) ensuring that prior to any new appointments to the Board, an assessment is undertaken by the NC on the candidate to ensure they have the necessary skills, expertise and diversity to carry out their fiduciary duty;

(i) managing the interface between the Board and Management;

(j) performing other responsibilities assigned by the Board from time to time.

3.5.5 Roles, Duties and Responsibilities of MD

The MD is primarily responsible for the management and overseeing the day-to-day operations to ensure the smooth and effective running of the Group. The MD is supported by the EDs and management team in implementing the Group's strategic plan and overseeing the operations and business development of the Group.

The MD's responsibilities include amongst others, the following: -

(a) provide strategic advice to the members of the Board, to keep them aware of developments within the industry and implementation of the Board policies to achieve the Group's objectives;

(b) provides effective leadership to the Group and is responsible for ensuring high management competency and that an effective management succession plan is in place to sustain continuity of operations;

(c) overseeing the human resource of the Group with respect to key positions and ensures the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for senior management in consultation with the Board, if required, and the issues pertaining to discipline of employees;

(d) ensuring that the financial management practice is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations;

(e) representing the Group's interest with major clients, government agencies, and industries at large, to ensure general goodwill towards the Group and cooperation in planned development; and

(f) serves as a conduit between the management and the Board in ensuring the success of the Company's governance and management functions.

3.5.6 Roles, Duties and Responsibilities of Individual Directors

The Directors must be aware of their responsibilities and are required to comply with their legal, statutory and equitable duties in discharging their fiduciary duties.

A Director's responsibilities include a duty to:

(a) act in good faith and in the best interests of the Company, including the exercise of reasonable care, skill and diligence at all times in discharging his/her duties;

(b) demonstrate good stewardship and act in a professional manner with sound mind;

(c) contribute actively to the functions of the Board by providing sound advice based on the Directors' experience and specific expertise they bring to the Board;

(d) avoid conflict of interest situation; and

(e) comply with all applicable laws and regulations.

Every Director shall devote sufficient time to prepare for and attend Board and Board Committee meetings, any continuous training programmes and briefings.

All Directors shall ensure that they keep abreast of regulatory changes, other developments and broad business trends. The Board must evaluate the training needs of its Directors on a continuous basis and ensure all Directors have access to appropriate continuing education programmes.

3.5.7 Roles, Duties and Responsibilities of Executive Directors ("EDs")

EDs report to the MD functionally and also to the Board as a whole.

The EDs are responsible for implementing the policies and strategies as approved by the Board for the purpose of running the business and the day-to-day management of the Group, within the authorities as delegated by the Board.

3.5.8 Roles, Duties and Responsibilities of Independent Non-Executive Director ("INED")

An INED is independent of management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their independent judgement, and who otherwise meet the criteria for independence, which is defined under Rule 1.01 of the Main Market Listing Requirements (**"MMLR"**) of Bursa Malaysia Securities Berhad (**"Bursa Securities"**).

The INEDs help to ensure that the interests of all shareholders including the rights of minority shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subject to objective and impartial consideration by the Board.

The INEDs shall 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.

The independence of the INEDs shall be evaluated by the NC on an annual basis to gauge their level of independence and the ability to act in the best interest of the Group and to recommend the same to the Board.

An INED shall immediately disclose to the Board any change to his circumstances that may affect his status as an INED. In such a case, the Board shall review his designation as an INED and re-designate his designation to Non-Independent Non-Executive Director pursuant to the MMLR of Bursa Securities.

3.5.9 Tenure of INEDs

The tenure of INEDs shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years tenure, the INED may continue to serve the Board as a Non-Independent Non-Executive Director.

If the Board intends to retain an INED beyond nine (9) years, it shall justify and seek annual shareholders' approval through a two-tier voting process in line with the recommendation of the MCCG. Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders' meeting: -

- Tier 1: Only the Large Shareholder(s) (as defined below) of the Company votes.
- Tier 2: Shareholders other than Large Shareholder(s) (as defined below) votes.

Large Shareholder means a person who: -

- is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company; or
- is the largest shareholder of voting shares in the Company; or

- 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.

The decision for the resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2.

3.5.10 Roles, Duties and Responsibilities of Senior Independent Director ("SID")

The role and responsibilities of the SID, amongst others are as follows: -

(a) serve as a designated contact for consultation and direct contact with shareholders and other stakeholders on areas that cannot be resolved through normal channels of contact with the Chairman, MD or management;

(b) ensure all INEDs have the opportunity to give input on the agenda, and advise the Chairman on the quality, quantity and timeliness of the information submitted by management that is necessary or appropriate for the INEDs to perform their duties effectively;

(c) serve as the principal conduit between the INEDs and the Chairman on sensitive issues;

(d) provide a sounding board for the Chairman and serve as an intermediary for other members of the Board as and when deemed necessary; and

(e) serve as the contact person for whistle-blower.

3.6 Board Committees

The Board may from time-to-time delegate certain responsibilities to Board Committees. The committees operate under clearly defined terms of reference and are authorised by the Board to deal with and to deliberate on matters delegated to them within their terms of reference, which are available for reference at the Company's website at *www.mkhberhad.com*. The Board has delegated certain responsibilities to the various Board Committees as follows: -

(a) Executive Committee;
(b) Audit Committee;
(c) Risk Management Committee;
(d) Nomination Committee;
(e) Remuneration Committee; and
(f) Sustainability Committee.

For the avoidance of doubt, the Chairman of the Board shall not be a member of the Audit Committee, Risk Management Committee, Nomination Committee or Remuneration Committee.

3.7 Board and Board Committee Evaluation

The Board, through the NC, shall undertake a formal and annual evaluation of its own performance and effectiveness, including the assessment on the Board as a whole, Board Committees, and individual Directors.

The Board assesses the independence of the Directors annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of Directors through declaration and confirmation of their independence in compliance with the criteria set out in the MMLR of Bursa Securities to facilitate the annual assessment of the IDs by the Board.

The NC and the Board will consider the assessment results from the annual evaluation to determine the re-election of Directors, as well as for further development of the Directors.

3.8 Board Meetings

The Board meets at least four (4) times in a financial year and has a formal schedule of matters reserved to it. Additional meetings are held on an ad-hoc basis to deliberate on matters requiring its immediate attention. Every Director is required to attend at least fifty (50) percent of the Board meetings held in each financial year. The quorum of a Board meeting shall be of two (2) members present.

The Company Secretary shall draw up the agenda for each meeting in consultation with the Chairman, who should ensure adequate time is allocated for discussion of issues tabled to the Board for deliberation during Board meetings. Any Director may, through the Chairman or the Company Secretary, request the addition of an item to the agenda.

The Board papers are circulated at least seven (7) calendar days, or a shorter period when it is unavoidable, prior to the meeting. The Board is able to obtain further clarification from the Company Secretary, should such a need arise to enable it to discharge its responsibilities.

During these meetings, the Board reviews the Group's financial performance, business operations, reports of the various Board Committees and results are deliberated and considered. Management and performance of the Group and any other strategic issues that affect or may affect the Group's businesses are also deliberated.

The Board meetings shall either be conducted physically or via video conferencing or a combination or by other electronic means as determined by the Board, provided that all Directors participating and constituting the quorum of a Board meeting are able to communicate with each other in real time throughout the Board meeting.

A Director who is in any way, whether directly or indirectly, interested in a contract or a proposed contract with the Company or any of its subsidiaries shall abstain from deliberation and voting.

All proceedings at the Board meetings are recorded in the minutes of meeting. The Company Secretary shall promptly prepare the minutes of the meeting. The minutes of the Board meeting shall be confirmed and signed by the Chairman of the Board or the presiding Chairman of the next succeeding meeting.

3.9 Maintaining Proper Records and Accounts

The Company and the Board must cause to be kept the accounting records and other records to: -

(a) sufficiently explain the business, transactions and financial position of the Group;

(b) enable the preparation of true and fair financial statements; and

(c) enable the accounting and other records of the Group to be conveniently and properly audited.

The Board ensures that that financial statements is prepared in accordance with the approved accounting standards and Companies Act, 2016 so as to give a true and fair view of the state of affairs of the Company and the Group.

3.10 Directors' Remuneration

The Remuneration Committee is responsible for reviewing and recommending to the Board on the remuneration framework and packages of all Directors and management. The Directors shall abstain from deliberations and voting on their own remuneration.

The performance of Directors is measured by the Directors' contribution to both the Board and the Company. The EDs remuneration are structured according to the skills, experience and performance of the EDs.

In the case of Non-Executive Director (**"NED"**), the determination of their fee is a matter for the Board as a whole and the level of fee reflects the experience and level of responsibility undertaken by the particular NED. The considerations that the Board could take into account include: -

(a) membership of NEDs in committees;
(b) whether the Director is an ordinary member or chairman of the committee; and
(c) any special responsibilities that the Board has assigned to the NED.

3.11 Directors' Training

The Board together with the NC have taken on the responsibility in evaluating and determining the specific and continuous training needs of the Directors on a regular basis in addition to the Mandatory Accreditation Programme as required by the MMLR of Bursa Securities. This is necessary in order to ensure they keep abreast with new developments in the business and economic environment, to enhance their skills, as well as ensuring that they possess the necessary knowledge to enable them to discharge their duties and responsibilities more effectively.

All new appointments to the Board would be provided with an induction pack (comprising of the Board minutes for last 6 months, business/strategic plan, management report and etc) and comprehensive briefing by the Company Secretary and the Board Charter which serves as a source of reference and primary induction literature, providing insights to new Board members and matters specifically reserved for the collective decision of the Board.

The Directors are regularly updated by the Company Secretary on new statutory, corporate and regulatory developments relating to directors' roles, duties and responsibilities or the discharge of their duties as directors of the Company. The Directors are committed to undergo further continuing education training programmes to upgrade and enhance their business acumen and skills in discharging their duties.

4.0 COMPANY SECRETARY

The Company Secretary plays a vital advisory role to the Board and Board Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company and the Group. Directors have access to all information within the Company and to the advice and services of the Company Secretary who is responsible for ensuring that Board meeting procedures are followed and that applicable rules and regulations are complied with. The Board shall have the approving authority in the removal of the Company Secretary.

The roles and responsibilities of the Company Secretary among others, are as follows: -

(a) advise the Board on its roles, duties and responsibilities;

(b) advise the Board and management on governance issues and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectation;

(c) advise the Board and Board Committees on issues relating to compliance with Companies Act, 2016, rules, procedures and regulations relating thereto affecting the Group;

(d) advise the Board of their obligations to adhere to matters relating to disclosure of interest in securities, disclosure of any conflict of interest in a transaction involving the Company, prohibition on dealing in securities and restriction on disclosure of price-sensitive information;

(e) preparing agendas and coordinating the preparation of the Board papers in a timely and effective manner;

(f) serving as a focal point for stakeholders' communication and engagement on corporate governance issues.

(g) facilitate the orientation of new Director(s) and assist in their training and development;

(h) assisting the communications between the Board and management;

(i) preparing agendas and coordinating the preparation of the Board papers in a timely and effective manner;

(j) ensure proper upkeep of statutory registers and records; and

(k) facilitate all Board, Committees, and general meetings, attend and record minutes of the meetings thereof.

5.0 RELATIONS WITH SHAREHOLDERS, INVESTORS AND MEDIA

The Board maintains an effective communication policy that enables both the Board and management to communicate effectively with shareholders and the general public.

The ways of communication to shareholders, investors and media include as follows: -

(a) the AGM and extraordinary general meeting (**"EGM"**) are the principal forum for dialogue with individual shareholders whereby shareholders have direct access to the Board and are given the opportunity to ask questions during the AGM and EGM. The shareholders are encouraged to ask questions both about the resolutions being proposed or about the Company's operations in general;

(b) timely announcements and disclosures made to Bursa Securities namely quarterly financial results, material contract awarded, changes in the composition of the Group and other material information that may affect investors' decision making;

(c) conduct regular dialogues with investor relations firm to carry out the Group's investor relations programme and meet up or through virtual meetings with the financial analysts on quarterly basis; and

(d) press conference and/or press release to provide the media an opportunity to receive updates pertaining to the results achieved.

6.0 SUSTAINABILITY GOVERNANCE

The Group is mindful of its responsibility as a corporate citizen towards sustainable practices in the economic, environment and social aspects. The Group is committed to maintain a high standard of governance in our operations to have a positive sustainable impact on the business, environment and its key stakeholders.

The Board and management are responsible in observing the relevant laws and regulations and ensure that it is reflected in the business policies/procedures to effectively manage possible environmental impact in making business decision. Board also supports charitable causes and initiatives on community development projects.

7.0 ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The directors have unrestricted access to the advice and services of the Company Secretary and senior management staff in the Group and may obtain independent professional advice, at the Company's expenses, if required, in the furtherance of their duties.

8.0 CODE OF ETHICS AND CONDUCT

The Board established the Code of Ethics and Conduct (the **"Code"**) of the Group to create a corporate culture that adhere to the best practices of corporate governance and to uphold the highest standards of corporate conduct. The Code which sets out the key areas of business ethics and conduct is applicable to all employees and Directors of the Group.

The Board will review the Code regularly to ensure that it continues to remain relevant and appropriate. The Code is published on the Company's website at www.mkhberhad.com for reference.

9.0 ANTI-BRIBERY AND CORRUPTION POLICY

The Board is committed to conducting the Group's business lawfully and ethically in all the countries where the businesses are located.

The Board has established the following policies which sets out its expectations for internal and external parties working for and on behalf of the Group in preventing bribery or corrupt practises in relation to the Group's businesses so as to maintain high standards of business ethics and encourage performance with integrity: -

(a) Anti-Bribery and Corruption Policy;
(b) Code of Business Ethics (Vendors and Business Associates); and
(c) Policy on gifts, Policy on Donations and Sponsorships.

10. WHISTLE-BLOWING POLICY AND PROCEDURES

The Whistle-Blowing Policy and Procedures (the **"Policy"**) is aimed at protecting the integrity, transparency, impartially and accountability where the Group conducts its business operations.

The Policy provides an avenue for the reporting individual (**"Whistle-blower"**) to report his/her concern in good faith and in accordance with clear procedural guidelines so that issues could be addressed to the appropriate person and proper course of actions could be taken, and also to protect the Whistle-blower who reports such allegations in good faith from reprisal and/or retaliation.

11. REVIEW OF BOARD CHARTER

The Board will periodically review the Board Charter and it may be amended from time to time to ensure its relevance, effectiveness and consistent with the Company's objectives, practices and current laws or regulations.