

BOARD CHARTER

1.0 INTRODUCTION

The primary objective of the Board Charter of Minetech Resources Berhad (“**Minetech**” or “**the Company**”) is to set out the roles and responsibilities of the Board of Directors (“**Board**”) of the Company and its subsidiaries companies (“**the Group**”).

The Board, whilst supportive of Management, must:-

- approve and proactively participate in strategic decisions.
- challenge Management with questions based on informed knowledge;
- oversee Management’s plans, decisions, and actions;
- monitor Management’s ethical conduct, financial reporting and regulatory compliance;
- play a critical role in ensuring sound and prudent policies and practices of the Company;
- be capable of effectively achieving good governance and protecting the interests of shareholders; and
- proactively support and have continuous oversight over risk management, internal controls and compliance matters involving the Company.

2.0 BOARD SIZE AND COMPOSITION AND TENURE OF DIRECTORS

- a. The Board should comprise individuals with diversity in skills, experience, age, cultural background and gender to effectively discharge their role as company director and deal with the current and emerging issues of the business of the Company. The composition and size of the Board should be such that it facilitates the making of informed and critical decisions without limiting the level of individual participation, involvement and effectiveness.
- b. The number of directors shall be at least two (2). The appointment of directors shall be recommended by the Nomination and Remuneration Committee (“**NRC**”) and approved by the Board.
- c. In accordance with Paragraph 15.02 of the Main Market Listing Requirements (“**MMLR**”), at any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members are independent directors. The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.
- d. In the event of any vacancy in the Board, resulting in non-compliance with Paragraph 15.02 of the MMLR, the Company must fill the vacancy within 3 months.

BOARD CHARTER

- e. The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority. The positions of Chairman of the Board and Chief Executive Officer should be held by different individuals.
- f. The Board shall endeavour to achieve 30% female directors whenever a suitable female candidate is identified. The Board through its NRC should take steps to ensure that women candidates are sought as part of the recruitment exercise.
- g. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director. The Board may, in exceptional cases and subject to the assessment of the NRC on an annual basis recommend and subject to obtaining the approval of the Company's shareholders, retain an Independent Director who has served a cumulative term of nine (9) years or more as an Independent Director of the Company by seeking annual shareholders' approval in general meeting, where the Board provides valid justification on the recommendation in the explanatory notes to the resolution in the notice of a general meeting.
- h. The tenure of the Executive Directors is tied to their executive office.

3.0 POSITION DESCRIPTION

3.1 CHAIRMAN

The Chairman should:-

- i. responsible for leading the Board in oversight of Management, representing the Board to shareholders and chairing general meetings of shareholders. The Chairman of the Board shall not be a member of Audit and Risk Management Committee ("ARMC") and NRC to ensure there is check and balance as well as objectives review by the Board;
- ii. providing leadership for the Board so that the Board can perform its responsibilities effectively;
- iii. ensure the smooth functioning of the Board;
- iv. act as facilitator at meetings of the Board;
- v. inculcate positive culture in the Board;

BOARD CHARTER

- vi. ensure that all relevant issues are on agenda for Board meeting and all directors are able to participate fully in the Board's activities;
- vii. ensure that the Board debates strategic and critical issues;
- viii. ensure that the Board receives the necessary information on a timely basis from Management;
- ix. ensuring effective communication with shareholders and relevant stakeholders;
- x. manage the interface between Board and Management;
- xi. lead the Board in adoption and implementation of good corporate governance practices in the Company; and
- xi. ensure that general meetings support meaningful engagement between the Board, Management and shareholders. The engagement should be interactive and include robust discussion on among others the Company's financial and non-financial performance as well as the Company's long-term strategies.

The Chairman will have no casting vote if two (2) directors form a quorum, or if there are only two (2) directors competent to vote on the question at issue.

3.2 CHIEF EXECUTIVE OFFICER

- a. The role of Chief Executive Officer of the Company is currently assumed by two (2) Executive Directors of the Company who hold joint responsibilities and accountabilities for the Company. Due to the absence of the Chief Executive Officer, the delegation of authority is as prescribed in the Limits of Authority.
- b. The Chief Executive Officer should:-
 - i. be a person of high professional calibre and unquestionable integrity;
 - ii. directly responsible for the day-to-day operations of the Company;
 - iii. familiar with the Company's performance, the adequacy of internal controls, risk management and compliance with legal requirements as well as current matters and policies affecting the industry in general;

BOARD CHARTER

- iv. devote full attention and time to his duties and responsibilities and be able to direct and supervise the Company effectively and responsibly; and
 - v. at all times exercise professional skill, due care and diligence when performing his functions, exercising his powers or discharging his duties.
- b. The key role of a Chief Executive Officer, amongst others, includes:-
- i. developing the strategic direction of the Company;
 - ii. ensuring that Board decisions are implemented and Board directions are responded to;
 - iii. providing directions in the implementation of short and long-term business plans;
 - iv. providing strong leadership; i.e. effectively communicating a vision, management philosophy and business strategy to the employees;
 - v. keeping Board fully informed of all important aspects of the Company's operations and ensuring sufficient information is distributed to Board members; and
 - vi. ensuring day-to-day business affairs of the Company are effectively managed.

The sound operation of the Company depends critically on its Chief Executive Officer. Thus, he/she must be able to devote his/her full attention and time to be able to discharge his/her duties and responsibilities effectively and diligently.

As the Chief Executive Officer is primarily responsible for the day-to-day operations of the Company, he/she must be familiar with the operations of the Company, the state of internal controls, requirements of regulations, as well as current issues and policies affecting the industry in general. He/she must also have the necessary knowledge and professional competence in the conduct of the Company's business.

3.3 INDEPENDENT DIRECTOR

An independent director should declare to the Company annually that he/she complies with the criteria as stated below.

BOARD CHARTER

- 1) He/she is independent of management and free from any business or other relationship, which could interfere with the exercise of independent judgment or the ability to act in the best interest of the Company and:-
 - a. is not an executive director of the Company or any related corporation of the Company;
 - b. has not been within the last 3 years and is not an officer (except as a non-executive director) of the Company;
 - c. is not a major shareholder of the Company;
 - d. is not a family member of any executive director, officer or major shareholder of the Company;
 - e. is not acting as a nominee or representative of any executive director or major shareholder of the Company;
 - f. has not been engaged as an adviser by the Company under such circumstances as prescribed by the Exchange or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of any firm or corporation which provides professional advisory services to the Company under such circumstances as prescribed by the Exchange; or
 - g. has not engaged in any transaction with the said corporation under such circumstances as prescribed by the Exchange or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the applicant or the listed corporation) which has engaged in any transaction with the said corporation under such circumstances as prescribed by the Exchange.
- 2) An independent director should:
 - a. provide and enhance the necessary independence and objectivity to the Board;
 - b. ensure effective checks and balances on the Board;
 - c. mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Company;
 - d. make independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience

BOARD CHARTER

and competence, to provide independent view and demonstrate objectivity in reviewing and challenging the Management's proposals at meetings and contribute to the development of business strategy and direction of the Company;

- e. bring impartiality and scrutiny to Board's deliberations and decision-making and also serve to stimulate and constructively challenge the Management in an objective manner;
- f. 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;
- g. ensure that adequate systems and controls to safeguard the interests of the Group and all stakeholders are in place;
- h. 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.

The NRC shall assess annually the independence of each Independent Director based on the criteria as stated above.

Where the Chief Executive Officer or Executive Directors form part of the Board, the Independent Directors are encouraged to meet among themselves at least annually to discuss among others strategic, governance and operational issues, if necessary, to bring impartiality and scrutiny to Board's deliberations and decision making and also serve to stimulate and constructively challenge the Management in an objective manner.

4.0 BOARD APPOINTMENT

4.1 Appointment

BOARD CHARTER

The Company should ensure that the directors, including the Chief Executive Officer are of high calibre, sound judgment, high integrity and credibility as they are entrusted by the shareholders to manage and perform effectively.

All nominations of candidates for the positions of directors, including Chief Executive Officer and Chief Financial Officer must be submitted to the NRC for consideration. In identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing board members, Management or major shareholders. The Board may utilise independent sources to identify suitably qualified candidates.

The NRC shall base on the “Fit and Proper” standards as detailed hereunder before recommending the candidates to the Board for approval:-

Personal Background

- A person of good character and high integrity and credibility.
- Not a bankrupt and has never been engaged in deceitful/oppressive/improper business practices.
- Has not been engaged/associated or had conducted himself in a manner which may cast doubt on his fitness, competence and soundness of judgment.
- Has not contravened any provision made by or under any written law to be designed for protecting members of the public against financial loss due to dishonesty, incompetence or malpractice.
- Have not been convicted whether within or outside Malaysia of any offence.

Directorship

- Shall not hold more than 5 directorships in listed issuers.

Without limiting the generality of the foregoing, the qualifications for Board membership are:

- in compliance with, from time to time, the qualifications of directors as defined under Paragraph 15.05 of the MMLR and guidance in MCCG;
- the ability to make informed business decisions and recommendations;
- an entrepreneurial talent for contributing to the creation of shareholders' value;
- education and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company's business or to its status as a publicly owned company;
- ability to ask probing operational related questions, equipped with high ethical standards and sound practical sense;
- sufficient available time to be able to fulfil his or her responsibilities as a member of the Board and any of the Committees to which he or she may be appointed; and

BOARD CHARTER

- total commitment to furthering the interests of shareholders and the achievement of the Company's goals.

Directors should notify the Chairman of the Board in writing before accepting any new directorship, including an indication of time that will be spent on the new appointment.

No person shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. A person is considered an "active politician" if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.

Annual assessment on the effectiveness of the Board, Board Committees and Individual Directors will be carried out with the objective to draw the attention of the Board key areas that need to be improved.

The Board shall provide a statement as to whether it supports the appointment or reappointment of the director and the reasons.

4.2 Re-election

Pursuant to Constitution, all directors are subject to retirement by rotation. Each Director shall retire from office once in every three (3) years. A retiring Director shall be eligible for re-election.

Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next Annual General Meeting of the Company but shall be eligible for re-election.

5.0 BOARD RESPONSIBILITIES

Shareholders elect the Board to oversee Management and to ensure that Shareholders' long-term interests are served.

The Board should assume, amongst others, the following responsibilities:

- a. Together with Management, promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour;
- b. Review and adopt strategic plan(s) for the Company to supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

BOARD CHARTER

- c. Ensure a sound framework of reporting on internal controls, risk management and regulatory compliance by reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes establishing sound risk management framework, reviewing procedures to identify the main risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks;
- d. Review the procedures for appointment of Senior Management and Directors and ensuring that succession planning is in place;
- e. Establish an internal audit function which reports directly to the ARMC;
- f. Understand the principal risks of the Company's business and recognise that business decisions, to some extent, involve the taking of appropriate risks;
- g. Set the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- h. Supervise and assess Management performance to determine whether the business is being properly managed;
- i. Promote ethical business conduct and maintaining a healthy corporate culture that engenders integrity, transparency and fairness.
- j. Oversee the sustainability practices, performance and the implementation of actions and strategies across the Group, particularly considering the establishment in respect of Economic, Environmental, Social and Governance, a business framework for considering economic, environmental and social issues in the context of corporate governance.

Each Director has a legal duty to act in good faith, to use reasonable care, skill and diligence and to act in the best interest of the Group.

6.0 BOARD/MANAGEMENT AUTHORITIES

The Board shall have the authority to approve transactions or activities which are beyond the individual discretionary powers of senior officers/ Management or committees delegated by the Board as per the Limits of Authority stipulated in the relevant policy manuals of respective operating units subject to the provision of the Constitution of the Company.

Notwithstanding the above, the Board reserves full decision-making powers on the following matters:-

BOARD CHARTER

- i. Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions;
- ii. Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- iii. Strategic investments, divestments, mergers and acquisitions and corporate exercises;
- iv. Limits of authority;
- v. Treasury policies including Company's budget;
- vi. Risk management policies;
- vii. Key human resource issues;
- viii. Appointment of auditors and review of the financial statements including quarterly reports;
- ix. Financing and borrowing activities;
- x. Ensuring regulatory compliance; and
- xi. Reviewing the policies, adequacy and integrity of internal controls.
- xii. Sustainability framework including policies and practices.

7.0 BOARD COMMITTEES

- a. The Board should establish and delegate certain duties to specialised Board Committees to oversee critical or major functional areas and to address matters, which require detailed review or in-depth consideration before tabling its recommendation to the Board.
- b. The Board has established the following Board Committees which operate within their specific terms of reference:-

- i. NRC

The NRC oversees matters related to the nomination and election of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors as well as the annual assessment of

BOARD CHARTER

the effectiveness of the Board as a whole, Board Committees and the contribution of each individual Director as well as identify candidates to fill board vacancies and nominating them for approval by the Board.

The NRC is also responsible to oversee the remuneration packages of Executive Directors, Non-Executive Directors and Senior Management in all its forms, drawing from outside advice if necessary.

ii. ARMC

The ARMC reviews and monitors the reliability of financial statements and the integrity of the Group's financial reporting process, its management of risk and internal control system, its audit process as well as compliance with legal and regulatory matters.

The ARMC also responsible to review and assess the suitability and independence of internal auditors, external auditors, including the examination of the independence of the external auditors, and where appropriate, the reasons (supported by grounds) why it is not suitable to re-appoint the external auditors.

Duties and functions of the above-mentioned committees are provided in their respective terms of reference.

Although the Board has granted discretionary authority to the Board Committees to deliberate and decide on certain operational matters as set out in their respective terms of reference, however the ultimate responsibility for final decision on all matters lies with the Board.

8.0 COMPANY SECRETARY

- a. The Board appoints the Company Secretary who plays an important advisory role and ensures that the Company Secretary fulfils its function for which he/she has been appointed.
- b. The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company and Group.
- c. The Company Secretary shall report directly to the Board and to provide unhindered advice and services for the Directors as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.

BOARD CHARTER

- d. Performance evaluation of Company Secretary will be conducted annually to determine the competency of Company Secretary.
- e. The appointment and removal of the Company Secretary will be subjected to the approval of the Board.
- f. The Company Secretary is primarily responsible for:-
 - i. advising the Board on matters related to corporate governance and the MMLR to meet the Board's needs and stakeholders' expectations;
 - ii. ensuring that Board procedures and applicable rules are observed;
 - iii. maintaining records of the Board and ensuring effective management of the Company's statutory records;
 - iv. preparing comprehensive minutes to document Board proceedings and ensuring conclusions are accurately recorded;
 - v. assisting the communications between the Board and Management;
 - vi. providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time;
 - vii. serve as a focal point for stakeholders' communication and engagement on corporate governance issues;
 - viii. preparing agendas and coordinating the preparation of the Board papers; and
 - ix. facilitate the orientation of new directors and assist in director training and development.

9.0 BOARD PROCEDURES

- a. The conduct of directors will be consistent with their duties and responsibilities to the Company and, indirectly, to the shareholders. The Board will always act within any limitations imposed by the provisions of relevant laws and guidelines on its activities;
- b. Directors will use their best endeavours to attend Board meetings. Directors are expected to participate fully, and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board;

BOARD CHARTER

- c. Board discussions will be open and constructive, recognising that genuinely held differences of opinion could bring greater clarity and lead to better decisions. The Chairman will, nevertheless, seek a consensus of the Board but may, where considered necessary, call for a vote;
- d. No one person should dominate the discussion. The Chairman, assisted by the Company Secretary, shall play a mediator's role to maintain the order of the proceedings in a constructive, productive and effective manner.
- e. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law;
- f. Directors are expected to strictly observe confidentiality of the Company's information;
- g. Directors are required to inform the Board of conflicts or potential conflict of interest, direct or indirect that may have in relation to particular items of business or transaction. Subject to provisions of relevant laws and guidelines, these interested Directors shall abstain from deliberation and determination of those matters; and
- h. Non-Executive Directors may request from the Chief Executive Officer and/ or Executive Directors information, explanation or updates on any aspect of the Company's operations or business, which are required to perform their duties as Company directors.

10.0 AUTHORITY

The Board shall within its terms of reference:

- a. have complete, adequate and timely information prior to Board meetings and on an ongoing basis;
- b. have the resources required to perform its duties;
- c. have full and unrestricted access to any information pertaining to the Company;
- d. have the authority to form Management / sub-committee(s) if deemed necessary and fit;

BOARD CHARTER

- e. have the authority to delegate any of its responsibilities to any person or committee(s) that is deemed fit;
- f. have access to the advice and services of the Company Secretary;
- g. have direct communication channels with employees, Senior Management personnel and relevant external parties; and
- h. be able to obtain independent professional or other advice at the Company's expense, subject to the approval of the Chief Executive Officer or in the Chief Executive Officer's absence, as prescribed in the Limits of Authority.

11.0 MEETINGS & MINUTES

Subject to relevant laws and guidelines, the following should be observed by the Board:-

- a. The Board shall meet at least on quarterly basis, but in any event, no less than once in every three (3) months, or whenever deemed necessary;
- b. The notice of a Directors' meeting shall be given in writing at least seven (7) days prior to the meeting except in the case of an emergency;
- c. Individual directors must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the MMLR;
- d. The quorum of the meetings shall be met pursuant to the Constitution of the Company;
- e. The Chairman of the Board, or in his absence, a Director from amongst the Board members appointed shall preside as Chairman of the meeting;
- f. All resolutions, attendance, transactions quorums and votes obtained through electronic means shall be deemed valid and effective unless it contravenes the requirements of relevant statutes and regulation. The Board is also allowed to carry out the resolution by way of circulation;
- g. Head of the respective division units and relevant Management personnel may be invited to attend the Board meetings. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises;
- h. The Company Secretary shall be appointed as Secretary of the Board Meeting and minutes of meetings shall be taken and documented;

BOARD CHARTER

- i. The participation of the director or invitees can be facilitated by means of video or telephone conferencing;
- j. Board papers, agenda items or any necessary information should be supplied to the directors at least five (5) days prior to the meeting in order to facilitate productive deliberations;
- k. The Board shall record its deliberation, in terms of the issues discussed, including any dissenting views and if any Director had abstained from voting or deliberation on a particular matter, and the conclusion thereof in discharging its duties and responsibilities; and
- l. A record of submissions, papers and materials presented to the Board, is maintained and held by the Company Secretary together with minutes of meetings, and is accessible to Directors.

12.0 REMUNERATION OF DIRECTORS

- a. The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.
- b. The level of remuneration for the Executive Directors is determined by the NRC after giving due consideration to the compensation levels for comparable positions among other similar industry. The remuneration and incentives for Independent Directors shall not conflict with their obligation to bring objectivity and independent judgement.
- c. The remuneration of individual directors shall be disclosed on named basis in the Annual Report. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits in-kind and other emoluments. Additionally, the remuneration of top five (5) Senior Management's components including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 shall be disclosed in Annual Report as well.
- d. No director other than Executive Directors shall have a service contract with the Company. The salaries and other emoluments payable to Executive Directors pursuant to contract need not to be determined by the Company in the general meeting but such salaries and emoluments may not include a commission on or percentage of turnover.

BOARD CHARTER

- e. A formal independent review of the directors' remuneration is undertaken no less frequently than once every three (3) years or annually, if applicable.

13.0 FINANCIAL REPORTING

- a. 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.
- b. 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 applicable approved accounting standards.

14.0 COMPANY AUDITORS

- a. 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 Company auditors through the ARMC.
- b. The ARMC also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Company auditors. The ARMC ensures that the Company auditors do not supply a substantial volume of non-audit services to the Company and any practice that departs from this must be disclosed in the ARMC Report.
- c. Appointment of the Company auditors is subject to approval of shareholders at general meeting. The Company auditors must retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

15.0 INTERNAL CONTROLS AND RISK MANAGEMENT

- a. The Board has overall responsibility of maintaining a system of internal controls, which provides reasonable assurance of effective and efficient operations and compliance with laws and regulations as well as with internal policies and procedures.
- b. The Company has a well-resourced internal audit function (provided by a reputable external service provider), which critically reviews all aspects of the Company's activities and its internal controls and provide advisory support or advice on strategy of the Company. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The internal audit function

BOARD CHARTER

shall function independently and has direct access to the Board through the Chairman of the ARMC.

- c. The Board ensures the system of internal controls and Enterprise Risk Management framework are reviewed on a regular basis by the ARMC.

16.0 ANNUAL GENERAL MEETING (“AGM”)

- a. The Company regards the AGM as an important event in the corporate calendar of which all Directors and Management of the Company should attend.
- b. AGM is the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company’s shareholders.
- c. The Chairman encourages active participation by the shareholders during the AGM.
- d. The Chairman and, where appropriate, the Chief Executive Officer and/or the Executive Directors and Chief Financial Officer responds to shareholders’ queries during the meeting.
- e. The Board will focus its efforts on the following best practices to enhance the effectiveness of the general meeting:
 - (i) ensure that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;
 - (ii) for election and re-election of Directors, ensures that the notice of meeting state which Directors are standing for election with a brief description to include matters such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in board committee and the fact that a particular Director is independent;
 - (iii) ensure that the Chairman provides reasonable time for discussion at the meeting. Where appropriate and if required, the Chairman will also undertake to provide written answer to any significant question which cannot be answered immediately;
 - (iv) conduct a business presentation with a question-and-answer session, where appropriate and if required;
 - (v) ensure that the conduct of a virtual general meeting (fully virtual or hybrid) support meaningful engagement between the Board, Senior

BOARD CHARTER

Management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders will be made visible to all meeting participants during the meeting itself; and

- (vi) ensure minutes of general meeting published on Company's website no later than thirty (30) business days after general meeting.

17.0 WHISTLEBLOWER POLICY

To enhance corporate governance practices across the Group, a Whistleblower Policy was adopted which provides Directors, officers, employees and stakeholders of the Group with an avenue to report suspected improprieties such as illegal or unlawful conduct, contravention of the Group's policies and procedures, acts endangering the health or safety of any individual, public or employee, and any act of concealment of improprieties. The aim of this policy is to encourage the reporting of such matters in good faith, with the confidence that the person filing the report, to the extent possible, be protected from reprisal, victimisation, harassment or subsequent discrimination.

18.0 ANTI-BRIBERY MANAGEMENT SYSTEM POLICY

The Board shall ensure a sustainable anti-bribery and anti-corruption programme be implemented in the Company, which includes compliance with the Anti-Bribery Management System Policy and assign adequate resources to implement the anti-bribery and anti-corruption programme.

19.0 CODE OF ETHICS AND CONDUCT

The Company has adopted a Code of Ethics and Conduct to enhance its standard of corporate governance and corporate behavior.

20.0 REVIEW

The Board will review this charter and the terms of reference of Board Committees annually to ensure they remain consistent with the Board's objectives and responsibilities, and relevant laws, regulations, guidelines and standards of corporate governance.

This Board Charter has been approved and adopted by the Board on 5 July 2023.