

# **NESTCON BERHAD**

[Registration No. 202001008684 (1365004-W)]  
(Incorporated in Malaysia)

## **BOARD CHARTER**

<b>Board's approval Date</b>	<b>Effective Date</b>	<b>Revision Date</b>	<b>Version Number</b>

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**1. Purpose of the Board Charter**

The Board Charter (“**Charter**”) that set out the roles, responsibilities and authorities of the Board of Directors (“**Board**”), both individually and collectively, and of management in setting the direction, the management and control of Nestcon Berhad (“**the Company**”) with the aim of streamlining and enhancing corporate governance practices towards transparency, accountability and integrity in boardroom activities.

The conduct of the Board of the Company is also governed by the Constitution of the Company, a copy of which is located at website [www.nestcon.my](http://www.nestcon.my).

The Charter is designed to serve as a tool of the Board to provide guidance and clarity for directors and management regarding the roles and responsibilities of the Board and its Board Committees, the requirements of directors in carrying out their stewardship role and in discharging their duties towards the Company and the Board’s operating procedures.

It is also a policy document that the Board has decided upon to meet its statutory and other responsibilities and serves as a reminder for the Board of the statutory framework within which it operates. In addition, the Charter also serves as a source of reference to all stakeholders. As a cornerstone of the Company’s governance system, the Charter needs to be treated as a living document, closely aligned with the strategic direction. It needs to be reviewed and updated regularly, and used as an important induction tool for new directors. Thus, the Board has reviewed and updated the Charter annually to keep the Charter current and raise the directors’ awareness of the Company’s overall policy framework. The Charter, including the Terms of Reference of the Board Committees are made available on the Company website at [www.nestcon.my](http://www.nestcon.my).

**2. Vision, Mission and Core Values**

**Vision**

**Nestcon** aspires to become a top-tier and trusted company synonymous with quality and distinction in areas of its expertise.

**Nestcon** stands for our energy and passion for consistently delivering projects to the highest standards of safety, quality and integrity by embracing technological innovation and leveraging our broad knowledge base across Malaysia and beyond.

**Mission**

**Leveraging** on technology and innovation for higher efficiency and productivity

**Delivering** quality products and services through a culture of excellence

**Realizing** buildings that enrich community living

**Building** infrastructures that accentuate novelty and purpose

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**Core Values**

**N**OBLE – Honorable and ethical at all times

**E**XCELLENCE – Strike for quality and superiority

**S**ATISFACTION – Strike for clients and customers' satisfaction

**T**RUSTWORTHY – Exhibit integrity and honesty

**C**OMMITMENT – Dedicated to the success of our clients and customers

**O**PTIMISTIC – Be positive in all we do

**N**ETWORK – Maintain respectful relations with clients and customers

**3. Interpretation**

In this Charter:

“Board” means the Board of Directors of the Company;

“Board Committees” means committees established by the Board from time to time, including the Audit Committee, Risk Management Committee, Nomination Committee and Remuneration Committee;

“Bursa Malaysia” means Bursa Malaysia Securities Berhad;

“Business” means the business of the Company and all its subsidiaries;

“CA 2016” means the Companies Act 2016;

“Chairman” means the Chairman of the Board and is used in a gender-neutral sense;

“Company” means Nestcon Berhad [Registration No. 202001008684 (1365004-W)];

“Company Secretary(ies)” means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary;

“Directors” means members of the Board;

“Group” means the Company and all its subsidiaries;

“Independent Director” is defined in accordance with Paragraph 1.01 of the Listing Requirements;

“Listing Requirements” means the ACE Market Listing Requirements of Bursa Malaysia;

“Management” means the management personnel of the Group; and

“Shareholders” means the shareholders of the Company.

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**4. Role of the Board and Its Principal Responsibilities**

- 4.1 The Charter develops a shared understanding of the Board's role throughout the Company and assists the Company's leadership in delivering good governance.
- 4.2 The Board is collectively ultimately responsible for establishing all strategies and policies relating to the running of the Company and the creation of long-term shareholder value, whilst taking into account the interests of other stakeholders.
- 4.3 All Directors should objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company. All Directors must act with integrity, lead by example, keep abreast of his/her responsibilities as a director and of the conduct, business activities and development of the Company.
- 4.4 The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of senior management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out the delegated duties.
- 4.5 The Board shall exercise diligence for a proper purpose and avoid undeclared conflict of interest situations.
- 4.6 The Board should have sufficient understanding and knowledge of sustainability issues that are relevant to the Company and its business, to discharge its role effectively. A measure of whether a board of director of a company has the required capacity and competency is its ability to scan the business environment constantly and keeping abreast of changes that could materially affect the achievement of strategic objectives and to tackle questions and deliberate on sustainability, as well as evaluate the sustainability risks and opportunities, and make informed decisions on the matter. To ensure the Board is equipped and ready to execute its role, the Board should identify its professional development needs concerning sustainability and ensure these are addressed. The Board should also review and consider whether a change in its composition periodically or of its skills matrix is required to strengthen board leadership, oversight of sustainability issues, need to bring new skills and perspective to the boardroom.
- 4.7 The principal responsibilities of the Board are as follows:
- (a) adopting and, from time to time, reviewing a strategic plan, as developed by the Management, taking into account the sustainability and long-term value creation of the Group's business and strategic, with attention given to the economic, environmental, social considerations underpinning sustainability and governance aspects of the business;

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- (b) adopting a sustainability policy to oversight on environment, social and governance (“**ESG**”) strategy of the Company and strategic management of risks and opportunities and the materiality of ESG matters to ensure the Company remains resilient, is able to meet sustainability goals and maintain the confidence of its stakeholders;
- (c) reviewing, challenging and deciding on Management’s proposals on matters for the Company including, but not limited to, corporate strategy, business plan and budget, and monitor the implementation by Management;
- (d) supervising and overseeing the conduct of the Company’s business, including assessing and monitoring the performance of Management to determine whether the business is being properly managed;
- (e) ensuring there is a sound framework for internal controls and risk management;
- (f) identifying and assessing principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to manage such risks;
- (g) setting the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate annual review and periodic testing of the Company’s internal control and risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks. The framework adopted is based on an internationally recognised risk management framework;
- (h) reviewing the adequacy and integrity of the Company’s management information and internal control systems, ensuring there is a sound framework of reporting internal controls and regulatory compliance;
- (i) adopting a succession planning policy of the Board and the Senior Management and reviewing from time to time the succession plan of the Group, including appointing, training, compensating and where appropriate, to provide for the orderly succession of Senior Management;
- (j) establishing a corporate disclosure policy and overseeing the development and implementation of the shareholders communication policy and an investor relations programme for the Company;
- (k) together with Senior Management to promote good corporate governance culture by reinforcing the accountability, transparency, integrity, professionalism and responsible conduct ethical, prudent and professional behaviour;

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- (l) overseeing the Group's adherence to the Group's Anti-Bribery and Corruption Policy, Anti-Money Laundering Policy, Privacy Notice and high standards of conduct or ethics and corporate behaviour, including the Code of Conduct and Ethics;
- (m) ensure that the Company has in place procedures to enable effective communication with stakeholders;
- (n) ensure that all Directors are able to understand financial statements and form a view on the information presented;
- (o) ensure the integrity of the Company's financial and non-financial reporting. Courts have held that it is the duty of every director to read the financial statements of the Company and carefully consider whether what they disclose is consistent with the director's own knowledge of the Company's affairs;
- (p) maintaining and keeping proper record and accounts of the Group; and
- (q) ensuring that governance in the Group is implemented holistically through a group governance framework.

4.8 In discharging the above responsibilities, Directors are expected to:

- (a) be aware of the environment the Group is operating in;
- (b) at all times act not only in good faith and honesty, but also in the best interests of the Company and promote the Company's success for all its shareholders as a whole by exercising independent judgement with reasonable care, skill and diligence, whilst having regard to, among other matters, the interests of employees, the fostering of business relationships with customers, suppliers and others, and the impact of the Group's operations on the communities in which the business operates and the natural environment;
- (c) at all times avoid conflicts of interest and shall observe the Related Party Transactions Policy. Every Director shall as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest (direct or indirect) in a proposed transaction or arrangement with the Company at a meeting of the Directors of the Company. He/she shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the CA 2016;
- (d) the Independent Directors must understand their oversight role, including the exercise of independent and objective judgment in decision making;
- (e) commit and devote sufficient time and efforts in discharging their duties responsibly;

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- (f) take an active interest in the Group's affairs, obtain a general understanding of its business and follow up anything untoward that comes to his/her attention;
- (g) only exercise powers (such as the power to delegate) under the terms for which he/she is granted and for a proper purpose, and act under the Company's Constitution;
- (h) ensure that the Group complies fully with the relevant rules, regulations and laws;
- (i) provide entrepreneurial leadership of the Company, within a framework of prudent and effective controls which enables risk to be assessed and managed;
- (j) help setting the Group's values and standards, and ensure that the Company's obligations to its customers, shareholders, finance providers, regulators and others are understood and met;
- (k) shall not make use of any information acquired by his/her position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Company;
- (l) contribute actively in the Board discussion and deliberation of issues by providing sound advice based on the Directors' experience and specific expertise they bring to the Board as well as any additional knowledge, skill and experience which he/she has and may be guided as follows:
  - (i) Ensuring that the Company or Group has established an effective governance system and process, including compliance with regulatory requirements;
  - (ii) Refraining from rushing into decision-making. Provide adequate time for deliberations and evaluations of transactional and financial matters;
  - (iii) Require sufficient notice and distribution of board papers and explanatory appendices in advance of meetings;
  - (iv) Convene supplemental meetings in response to requests for further information before the final decision;
  - (v) Make informed decisions based on the information provided and analysis and recommendations of the Company's independent professional advisers;
  - (vi) Ensuring that there is no undue pressure from dominant personalities or nominees of significant shareholders; and
  - (vii) Base reliance on others where there is sound basis for doing so.

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- (m) attend regular training programmes in order to be apprised of changes in regulatory requirements the Group is subjected to.
- 4.9 To ensure the direction and control of the Company are in the hands of the Board, a formal schedule of matters reserved for the Board's deliberation and decision is set out in **Appendix A** of this Charter.
- 4.10 The Board shall establish an internal audit function, which is independent of the activities it audits, and identify a head of internal audit or outsource the internal audit function to an external consultant who reports directly to the Audit Committee. The Board shall ensure that periodically test internal control and risk assessment systems set up for integrity and soundness.
- 5. Representation, Communication Channel and Investor Relations of the Company**
- 5.1 The Board shall establish a Corporate Disclosure Policy outlines a communication policy enables both the Board and Management to communicate effectively with the Company's shareholders, stakeholders and the general public.
- 5.2 The Board looks to Management to speak on behalf of the Company and to manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements. The Company is encouraged to adopt integrated reporting based on a globally recognised framework, when ready.
- 5.3 The Board authorises two (2) of its members to be determined by the Board from time to time to be the official spokespersons for the Company.
- 5.4 The Corporate Disclosure Policy shall provide guidance to the Company to ensure comprehensiveness, accuracy and timeliness in disseminating corporation information, and in dealing with shareholders, stakeholders, analysts, media, regulators and the investing public.
- 5.5 The Board is to place emphasis in promoting effective communication and proactive engagements with the Company's stakeholders. The Board shall also ensure high standards of transparency and accountability in its communication with stakeholders, as well as with potential investors, analysts and the public. The shareholders shall be informed of all material matters affecting the Company and the Group.
- 5.6 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Company's performance, corporate strategy, Annual Report and other matters affecting shareholders' interests.



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5.7 Several communication channels are used to promote effective communication between the Group and its stakeholders. The Company should deem appropriate in leveraging technology to facilitate:

- voting including voting in absentia; and
- remote shareholders' participation at general meetings.

The Board ensure that the conduct of a virtual general meeting support meaningful engagement between the Board, Senior Management and shareholders. The infrastructure and tools to support the conduct a virtual general meeting must be in place. Questions posed by shareholders should be made visible to all meeting participants during the meeting itself. The Company should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

5.7.1 **Annual General Meeting (“AGM”)**

The AGM is regarded as an important avenue for engaging and communicating with stakeholders, for which it enables stakeholders of the Group to engage directly with the Group's Directors and Senior Management. At the AGM, all shareholders are invited to raise questions to members of the Board.

The Board shall arrange for the AGM of the Company to be conducted in an efficient manner and serve as crucial mechanisms in shareholder communications. Key ingredients behind this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM. The Board shall adopt the following measures in relation to the effective communication with the shareholders of the Company during the AGM and practices to enhance the effectiveness of AGM:

- (a) Notice of AGM should be given to the shareholders at least 28 days prior to the AGM to ensure that shareholders are given sufficient notice and time to consider the resolution(s) that will be discussed and decided at the AGM;
- (b) The notice should provide further a full explanation of the effects to the proposed resolution enable shareholders to make an informed decision in exercising their voting rights;
- (c) For appointment or re-election and re-appointment of Directors, ensure that the notice of meeting states a statement on the application for the Fit and Proper Policy for selection of Directors and a details of Directors are standing for appointment or re-appointment or re-election, with a description including matters such as age, relevant experience, list of directorships, date of appointments to the Board, details of participation in Board Committees and whether a particular Director is independent;

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- (d) The Chairman of the Board should ensure that AGM support meaningful engagement between the Board, Senior Management and shareholders. The Chairman provides reasonable time for discussion at the meeting and ensure that the engagement should be interactive and include robust discussion. Where appropriate, the Chairman will also undertake to provide the enquirer with a written answer to any significant question which cannot be answered immediately;
- (e) Ensure that any resolution set out in the notice of the AGM is voted by poll and to announce the detailed results of the votes cast for and against each resolution. The Chairman shall also ensure that there is a channel of communication through the Company Secretary and/or Senior Independent Director on feedback and queries from shareholders;
- (f) All Directors including the members of the Board Committees should commit to attend all AGMs of the Company to provide an opportunity for the shareholders to effectively engage with each Director; and
- (g) Shareholders should be provided with sufficient opportunity to pose questions during the AGM. Open sessions for questions and answers are made available to shareholders during AGM and the Chairman of the Board and Board Committees should ensure to provide a meaningful response to questions addressed to them.

**5.7.2 Extraordinary General Meeting**

EGM is also another avenue for the Board of the Company to engage with stakeholders such as shareholders and gain insights on the Company's latest development and business activities. The circular to shareholders together with the notice of the EGM will be issued and circulated to all the shareholders of the Company informed of the Company's strategies, business activities, business and financial performance, including the sustainability of its performance prior to the EGM.

**5.7.3 Periodic and Continuous Disclosures**

The Company will provide stakeholders with information that is relevant and timely. The Company's key channel of stakeholder communication includes the Company's annual report, corporate governance report, press release and quarterly group financial results.

The annual report and corporate governance report will provide comprehensive and up-to-date information about the Group.

Periodically press releases are another avenue for the Company to communicate with its stakeholders on the corporate and business developments of the Group. The Company may disseminate its press releases through the financial press, printed and electronic media for wider publicity and media coverage to keep the stakeholders informed of the progress and development of the Group's businesses.

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**5.7.4 Electronic Communication**

The Company's corporate website <http://www.nestcon.com.my/> is a platform to provide convenient access to the latest as well as historical information about the Company and the Group. Once relevant information is disclosed to the public and available to investors, it is also published on the corporate website.

The corporate website will dedicate the Investor Relations section and Corporate Governance section that provide relevant investor-related information. The information available on the corporate website includes corporate and financial information, annual reports, press releases and regulatory announcements made to Bursa Malaysia.

The Company will provide an email address which all shareholders can send their queries to and make any inquiry.

**5.7.5 Minutes of the General Meeting**

Minutes of the general meeting including issues/concerns raised and responses by the Company (*summary of the key matters discussed at the AGM*) should be circulated to shareholders or made available at the Company's website no later than 30 business days after the general meeting.

**5.7.6 Investor Relations**

The Company maintains a corporate website where investors and stakeholders can gain access to information about the Group.

Besides, the Company ensures that announcements are duly made to Bursa Malaysia in accordance with the Listing Requirements or Constitution of the Company or CA 2016 and any other regulations to keep shareholders and stakeholders informed of issues that need reporting to enable shareholders and stakeholders to make informed decisions on their investment in the Company.

The Company recognises the importance of providing timely and accurate information to its shareholders. Therefore, the Group targets to announce its results ahead of the deadline set by Bursa Malaysia. The quarterly results for the four (4) quarters closing were all made within the deadline set by Bursa Malaysia and any other relevant authorities.

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**6. Board Composition and Structure**

**6.1 Board Balance and Composition**

- 6.1.1 The Board shall be led by a Chairman, appointed by the Board, and comprise at least two (2) members or one-third (1/3) of the Board, whichever is higher, who are Independent Non-Executive Directors (“INEDs”) in accordance with the Listing Requirements. If the number of directors is not three (3) or multiple of three (3), then the number nearest one-third shall be used for purposes of determining the requisite number of Independent Directors. Whilst the Company’s Constitution allows for no less than two (2) or no more than 15 Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company’s business.
- 6.1.2 The Chairman of the Board should not be a member of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee.
- 6.1.3 An Independent Director is a person who 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 interests of the Company. The existence of Independent Directors on the Board by itself does not ensure the exercise of independent and objective judgment as independent judgment can be compromised by, amongst others, familiarity or close relationship with other board members.
- 6.1.4 Therefore, the Board with assistance from the Nomination Committee undertakes to carry out annual assessment of the independence of its Independent Directors and focus beyond the Independent Director’s background, economic and family relationships and consider whether the independent director can continue to bring independent and objective judgment to board deliberations.

The Listing Requirements emphasise that even if a person does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01 of the Listing Requirements, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company, for example, test of independence of mind and independence in appearance. Nomination Committee will carry out the test of independence of mind on the Director to determine if the state of mind of the Director permits him/her to exercise independent judgment without being affected by influences that compromise objectivity; whereas the test of independence in appearance relates to the test that the Director is free from any personal, family or economic interests which would lead a third party to cast doubts on an independent director’s objectivity.

- 6.1.5 The attributes of collegial yet independent decision-making that must be vested in the Independent Director will be determined in part by the character of the individual and that of the whole ethos of the Board. The tenure of an Independent Director should not exceed a cumulative term limit of nine (9) years since appointment as independent director.

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- 6.1.6 The tenure of an Independent Director does not exceed a term limit of nine (9) years. Upon completion of the nine (9) years, the Independent Director may continue to serve on the Board beyond the nine (9)-year tenure provided the Independent Director is re-designated as a Non-Independent Director. Where the Board is of the view that the Independent Director can continue beyond the nine (9)-year tenure, it must justify and seek shareholders' approval annually in a general meeting and the findings from review of the Board should be disclosed to the shareholders for them to make an informed decision. Where the Board proposes to re-appoint Independent Director beyond the nine (9)-year tenure, the Board has sought and obtained approval from shareholders annually in a general meeting through a two (2) tier voting process, where under Tier 1 shall require the vote(s) from the Large Shareholder(s) only whilst Tier 2 shall require the votes from the remaining shareholders other than the Large Shareholder(s). The decision for the resolution approving the re-appointment of such Independent Director shall be based on the vote by the Large Shareholder or in the case there is more than one (1) Large Shareholder, a simple majority vote under Tier 1 and a simple majority vote under Tier 2.

For avoidance of doubt, the resolution shall be deemed passed and successful only if Tier 1 and Tier 2 votes support the resolution whilst the resolution is deemed defeated where the vote between the two tiers differs or where the Large Shareholder(s) abstain(s) from voting under Tier 1.

The tenure of an Independent Director on the Board of the Company shall be limited to twelve (12) years in the Company and its subsidiaries. If any Independent Director had cumulatively served as an Independent Director of the Company or any one or more of the subsidiaries of the Company for more than twelve (12) years, such Independent Director may continue to serve on the Board as Non-Independent Director.

- 6.1.7 The Group Managing Director (“**GMD**”) and Executive Directors (“**EDs**”) in particular are responsible for implementing the policies and decisions of the Board, overseeing the operations as well as co-coordinating the development and implementation of business and corporate strategies. The INED shall be person of calibre, credibility and have the necessary skill and experience to bring independent judgment to the decision making of the Board and provide a capable check and balance for the EDs as well as contribute significantly in areas such as policy and strategy, performance monitoring, allocation of resources as well as improving governance and controls. The positions of Chairman and GMD are held by different individuals and there is a clear division of responsibilities of these individuals to ensure a balance of authority and power.
- 6.1.8 The Board shall also identify, from amongst its members for inclusion in the Company's Annual Report, a Senior INED to whom the concerns of fellow Directors, shareholders or stakeholders may be conveyed. The distinct and separate roles of the Chairman, Senior Independent Director and GMD, with a clear division of responsibilities, ensure that no one individual has unfettered powers of decision-making.

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6.1.9 The Board opined that its members should have wide ranging experience, skill, knowledge that add value to the Company and its Group. The qualifications for Board membership are the ability to make informed business decisions and recommendations; possesses an entrepreneurial talent for contributing to the creation of shareholder value; relevant experience, the ability to appreciate the wider picture of the Group's business; ability to ask probing operational related questions; high ethical standards; sound practical sense; and total commitment to furthering the interests of shareholders and achievement of the Group's goals. In addressing this, the Board shall consider recommendations by the Nomination Committee pertaining to nominees for directorship in the Company.

**6.2 Other Directorships**

6.2.1 As per Paragraph 15.06 of Listing Requirements, a Director of a listed issuer must not hold more than five (5) directorships in listed issuers. Any Director is, while holding office, at liberty to accept other Board appointment(s) in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his/her duty as a Director of the Company.

6.2.2 In line with best corporate governance practices, the Board should set out expectations on time commitment for its members and protocols for accepting new directorships in other companies. In this instance, Board members are expected to achieve at least fifty per centum (50%) attendance of total Board Meetings in any applicable financial year.

6.2.3 Before the acceptance of new board appointment(s) in other companies, the said Director should notify the Chairman of the Board and/or the Company Secretary in writing. The said notification should include an indication of the time that will be spent on the new appointment.

**6.3 Appointment and Re-election**

6.3.1 The Board will base on the Fit and Proper Policy to consider and decide on the appointment of a new director upon appropriate recommendation from the Nominating Committee. The Nominating Committee is responsible for identifying and nomination suitable candidates for the appointments to the Board for approval, either to fill vacancies or as an addition to meet the changing needs of the Company. For the assessment and selection of Directors, the Nominating Committee shall consider objective criteria, merit with due regard of prospective Directors as well as the following factors:

- (a) character and integrity;
- (b) experience and competence;
- (c) time and commitment;
- (d) industry skills, knowledge expertise, age, cultural background;
- (e) professionalism;
- (f) diversity;
- (g) contribution and performance;

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- (h) in the case of candidates for the position of INEDs, the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from INEDs; and
  - (i) the candidate is not an active politician.
- 6.3.2 In identifying candidates for appointment of Directors, the Board does not solely rely on recommendations from existing Board members, Management or shareholders of the Company. The Board shall endeavour to utilise independent sources or any other sources to identify the suitably qualified candidate. The Company should disclose in its corporate governance report how candidates for board positions were sourced, including, whether such candidates were recommended by the existing Directors, members of Senior Management or major shareholders of the Company.
- 6.3.3 The appointment of a new Director is a matter for consideration and decision by the Board upon appropriate recommendation from the Nominating Committee.
- 6.3.4 In appointing or re-appointing a Board member, the Board should consider the current composition of the Board and the tenure of each Director on the Board. If there are long serving INEDs, including Chairmen of the respective Board Committees, the Board should review its composition and evaluate the need to bring new skills and perspective to the boardroom.

Pursuant to the Company's Constitution, one third (1/3) of the Board members are required to retire at every AGM and be subjected to re-election by shareholders.
- 6.3.5 Newly appointed Directors shall hold office until the next AGM and shall be subjected to re-election by the shareholders. All Directors shall retire once every three (3) years but shall be eligible for re-election.
- 6.3.6 To enhance its effectiveness, the Board shall ensure its members have the relevant skills, experience, expertise and time commitment. The Nominating Committee is, therefore, entrusted by the Board to appraise candidates for directorship as set out in Paragraph 6.3.1 of the Charter and the Fit and Proper Policy, including those who retire and offer themselves for re-election, before recommending to the Board.
- 6.3.7 The composition of the Board shall be assessed by the Nominating Committee and the Nomination Committee shall base on selection criteria and a skills matrix under the Fit and Proper Policy to assess the Board composition, to ensure the Board is of an appropriate mix to optimise the Board's performance, as a whole, and to identify forward looking considerations, such as mapping current board competencies against those required, to align the Board's capabilities with the Company's strategic direction and emerging challenges faced by the Company. The disclosure on the activities of the Nomination Committee during the reporting period should include the application of the Fit and Proper Policy for appointment and re-election of the Directors. In addition, the notes accompanying the notice of the general meeting prepared by the Board should disclose as to whether the Board supports the appointment or re-election of the candidate for directorship and the accompanying reasons be anchored on the fit and proper consideration.

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**7. Roles of Chairman**

7.1 The Chairman assumes a leadership role in the Board and represents the same to shareholders of the Company and other stakeholders. He/She is responsible for instilling good corporate governance practices, leadership and effectiveness of the Board as a whole.

7.2 There are two (2) main aspects to the Chairman's role. They are the Chairman's role within the boardroom and the Chairman's role outside the boardroom.

**7.2.1 Inside the Boardroom**

Inside the Boardroom, the role of the Chairman is to:

- (a) Provide leadership to lead the Board in its collective oversight of Management;
- (b) Establish the agenda for Board meetings in consultation with the GMD and Company Secretary and ensure adequate time is allocated for discussion of issues tabled to the Board for deliberation;
- (c) Ensure that all Directors are enabled and encouraged to participate at Board meetings. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely and relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
- (d) Chair Board meetings and to lead in discussions at meetings and ensure efficient and effective conduct of the Board meetings;
- (e) Ensure that EDs look beyond their executive functions and accept their full share of the responsibilities of governance;
- (f) Guide and mediate the Board's actions with respect to organisational priorities and governance concerns;
- (g) Undertake the primary responsibility for organising the information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis;
- (h) Be clear on what the Board has to achieve, both in the long and short term;
- (i) Provide guidance to other Board members about what is expected of them;
- (j) Lead the Board in establishing and monitoring good corporate governance practices in the Company;
- (k) Assists with developing the Company's corporate strategy, building a pipeline of potential merger and acquisition transactions, growing the Company's market profile and establishing new corporate relationships;
- (l) Work with Management in reviewing plans, defining issues, maintaining accountability and in any marketing efforts that would allow to effectively position the Company with investors to facilitate growth;
- (m) Ensure that Board meetings are effective in that:
  - (i) the appropriate matters are considered during the meeting (for example, strategic and important issues);
  - (ii) matters are considered carefully and thoroughly;
  - (iii) all Directors are given the opportunity to effectively contribute; and
  - (iv) the Board comes to clear decisions and resolutions are noted;
- (n) Ensure that the Board behaves in accordance with its Charter;



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- (o) Manage the interface between the Board and Management;
- (p) Commit the time necessary to discharge effectively their role as Chairman; and
- (q) Perform other responsibilities as assigned by the Board, from time to time.

#### **7.2.2 Outside the Boardroom**

Outside the Boardroom, the role of the Chairman is to:

- (a) In conjunction with the GMD, undertake appropriate public relations activities to provide effective communication with stakeholders and to communicate their views to the Board;
- (b) Be the spokesperson for the Company at the AGM and in the reporting of performance and profit figures;
- (c) Be the major point of contact between the Board and the GMD;
- (d) Be kept fully informed of current events by the GMD on all matters which may be of interest to Directors;
- (e) Regularly review with the GMD, and such other appropriate senior officers, progress on important initiatives and significant issues facing the Company; and
- (f) Provide mentoring for the GMD.

#### **8. Role of GMD**

- 8.1 The GMD, assisted by his fellow EDs, serves as a conduit between Management and is responsible for implementing the programme to achieve the Company's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board, besides managing the daily operations of the Company. The position reports directly to the Board.
- 8.2. The GMD's primary objective is to seek to achieve the ongoing success of the Company through being responsible for all aspects of the management and development of the Company. The GMD is of critical importance to the Company in guiding the Company to develop new and imaginative ways of winning and conducting business and must possess industry knowledge and credibility to fulfil the requirements of the role.
- 8.3. The GMD will manage a team of executives responsible for all functions contributing to the success of the Company
- 8.4. Generally, the GMD, assisted by his EDs as the case may be, is responsible to the Board for the following:
- (a) achievement of agreed Company's goals and observance of Management authorities delegated by the Board;
  - (b) developing long-term strategic and short-term business plans, designed to enable the Company's requirements for growth, profitability and return on capital are achieved, subject to the Board's review and adoption;

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- (c) overseeing the business and day-to-day operations to ensure smooth and effective running of the Group;
- (d) selecting and appointing key staff as well as responsible for ensuring high competency, productivity and performance through performance management and professional development;
- (e) communicating the Group's mission, vision, core values and personality to the employees;
- (f) providing assistance to members of the Board and the Board Committees, as required, in discharging their duties;
- (g) assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing such information to Directors on a timely basis;
- (h) expecting to act within all specific authorities delegated to him by the Board;
- (i) executing management of the Group's business, covering, inter-alia, the development of a sustainable strategic plan, an annual operating plan and budget, performance benchmarks to gauge Management's performance, and an analysis of Management reports;
- (j) directing and controlling all aspects of the business operations in a cost-effective manner;
- (k) effectively overseeing the human resource of the organisation with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for Senior Management personnel and issues pertaining to discipline of all employees;
- (l) effectively representing the interest of the Group with major customers, government and their agencies, and industries at large, to ensure general goodwill towards the Group and cooperation in planned development;
- (m) providing assistance to members of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee, as required, in discharging their duties;
- (n) assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing such information to Directors on a timely basis;
- (o) ensuring the success of the Company's governance and management functions;

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- (p) undertaking the role of key Company spokesperson;
- (q) ensuring appropriate risk management practices and policies are in place;
- (r) developing and motivating direct reports and their respective teams;
- (s) assessment of business opportunities of potential benefit to the Company; and
- (t) responsibility for proposals for major capital expenditure to ensure their alignment with corporation strategy and justification on economic grounds.

8.5. The Board shall receive the following from or through the GMD at its scheduled meetings:

- (a) reports on the performance and activities of the Group for the period under review, including explanations for significant fluctuations over the period;
- (b) where appropriate, a briefing pertaining to risk management issues, challenges faced by the Group, changes to legislations that may affect the Group's operations, litigations and other salient events or issues affecting the Group; and
- (c) such assurances as the Board considers necessary to confirm that the Management's limits are being observed.

8.6. In discharging the above responsibilities, the GMD can delegate appropriate functions to any member of Senior Management, including EDs, who shall report to the GMD.

**9. Role of Executive Director**

9.1 EDs are, as employees, involved in the day-to-day management of the Group. The EDs shall act within all specific authorities delegated to them by the Board.

9.2 The responsibilities of the EDs include, but are not limited to the following:

- (a) to ensure the efficiency and effectiveness of day-to-day management of the Company with all powers, discretions and delegations authorised by the Board and ensuring the effective implementation of the Company's sustainability strategies and plans;
- (b) to establish and implement the strategic direction of the Company as approved by the Board;
- (c) to make recommendations to the Board relating to the business and operations of the Company;
- (d) to identify and to ensure all material matters affecting the Company are brought to the attention of the Board; and

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- (e) to carry out any other duties and responsibilities as assigned by the Board and/or GMD from time to time.

9.3 In discharging the above responsibilities, the EDs can delegate appropriate functions to any member of Senior Management, who shall report to the EDs.

**10. Roles of Non-Executive Directors (“NEDs”)**

10.1 Non-Executive Directors are further classified as:

- (a) those who have no direct or indirect pecuniary interest in the Company other than their Directors’ fee, related emoluments and their “permitted” holdings of shares in the Company, i.e. Non-Independent Non-Executive Directors; and
- (b) those who are not employees of the Company or affiliated with it in any other way and are not involved in the day-to-day running of business but have pecuniary interest in the Company, either as shareholders or otherwise and whether direct or indirect, i.e. NEDs.

10.2 NEDs act as a bridge between Management, shareholders and other stakeholders. They provide the relevant checks and balances, focusing on shareholders’ and other stakeholders’ interests and ensuring that high standards of corporate governance are applied. Letters of appointment for NEDs do not set out a fixed time commitment for board duties as the Board believes that the time required by the NEDs may fluctuate depending on demands of the business and other events. However, it is expected that NEDs shall allocate sufficient time to the Company to perform their duties effectively.

10.3 The roles of NEDs largely encompass the monitoring of Company performance and contributing to the development of Company strategy, clarified as follows:

- (a) Strategy: Constructively challenge and contribute to the development of Company’s strategy; and
- (b) Performance: Oversee the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.

**11. Role of Independent Non-Executive Director**

11.1 Independent Directors are to provide valuable opinion on the Company’s issues including strategy, performance and key performance indicators standards of the management team, resource management, risk management and code of conducts. Independent Directors are essential for protecting the interests of shareholders and can make significant contributions to the Company’s decision making by bringing in the quality of detached impartiality.

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- 11.2 The Listing Requirements emphasise that even if a person does not fall within any of the disqualifying indicators enumerated in Paragraph 1.01, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company.
- 11.3 The attributes of collegial yet independent decision-making that must be vested in the Independent Director will be determined in part by the character of the individual and that of the whole ethos of the Board.
- 11.4 The INEDs are not engaged in the day-to-day management of the Company and are expected to be vigilant guardians of the activities of the Board as a whole.
- 11.5 The INEDs are expected to focus on Board matters and not stray into 'executive direction', thus providing an independent view of the Company that is removed from the day-to-day running. They are appointed to the Board to bring independence, impartiality, wide experience, special knowledge and personal qualities.
- 11.6 The INEDs have a supervisory role in ensuring that a solid foundation for good corporate governance is provided to the Group and are required to: -
- (a) support the Chairman in ensuring that the Board provides effective direction for, and oversight of, the management of the Group and its compliance with its statutory and regulatory responsibilities;
  - (b) provide input into the setting of the Group's strategic aims, the development of deliverable plans to achieve these objectives and the assessment of the effectiveness of the delivery by the Management of these plans;
  - (c) constructively challenge and help develop proposals on strategies, and then fully empower and support the EDs to implement the strategies;
  - (d) bring independent and external dimension as well as constructive and informed comments on the Group's strategies, policies, performance, accountability, resources, key appointments and standards of conduct, through regular attendance and active participation in the Board and/or Board Committees meetings;
  - (e) complement the skills and experience of the EDs, in particular through constructive probing based on review and analysis that brings to bear a wide range of skills, knowledge, experience and insight from other businesses and sectors;
  - (f) demonstrate the financial literacy required for a proper understanding of the Group's activities and associated risks;

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- (g) satisfy themselves on the adequacy and integrity of financial and other reporting to the Board and shareholders and that the systems in place provide robust and effective financial, operational and compliance controls and risk management;
- (h) take the lead where potential conflicts of interests arise regarding matters in which the specific interests of the Management and the wider interests of the Group may at times diverge, for instance, the remuneration of key Senior Management and the selection of Board members;
- (i) serve on the audit and risk management, remuneration, nomination and other governance committees, if invited; and
- (j) develop a balanced understanding of shareholders' views through meeting shareholders at general meetings, as those views may provide different perspectives on the Group and its performance.

**12. Role of Senior Independent Director**

12.1 The Company has appointed a Senior Independent Director to whom concerns may be conveyed by shareholders and the public. The role of the Senior Independent Director include:

- (a) Acting as a sounding Board for the Chairman;
- (b) Serving as an intermediary for other Directors when necessary;
- (c) Acting as the point of contact for shareholders and other stakeholders particularly on concerns that cannot be resolved through the normal channels of the Chairman and/or GMD; and
- (d) Leading the performance evaluation of the Chairman.

12.2 Providing leadership support and advice to the Board in the event that the Board is undergoing a period of stress.

**13. Company Secretary(ies)**

13.1 The Board shall be supported by one or more suitably qualified and competent person(s) as Company Secretary or joint Company Secretaries in line with the requirements of the CA 2016 to discharge their responsibilities. A suitably qualified company secretary possesses the knowledge and experience to carry out his functions, including knowledge in company and securities law, finance, governance and other areas of compliance such as the Listing Requirements as well as to undertake continuous professional development. The appointment and removal of the Company Secretary(ies) is a matter for the Board, as a whole. The Company Secretary(ies) shall report directly to the Board.

13.2 The Company Secretary(ies) is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and the Board Committees and to expedite regulatory compliance.

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- 13.3 The primary responsibilities of the Company Secretary(ies) include the following:
- (a) ensuring that Board procedures and applicable rules are observed;
  - (b) facilitating the orientation of new Directors and assisting in Directors' training and development;
  - (c) maintaining records of the Board and Board Committees and their respective meetings and ensuring effective management of the Company's records;
  - (d) managing all Board and Board Committees meeting logistics, attending and preparing comprehensive minutes to document Board and Board Committee proceedings and ensure conclusions are accurately recorded;
  - (e) advising the Board on corporate disclosures and compliance with the Company's constitution, the CA 2016, Malaysian Code on Corporate Governance, securities regulations and Listing Requirements;
  - (f) managing processes pertaining to the annual shareholder meeting;
  - (g) monitoring corporate governance development and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
  - (h) serve as a focal point for stakeholders' communication and engagement on corporate governance issues;
  - (i) ensuring timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements;
  - (j) advising the Board on its roles and responsibilities;
  - (k) carrying out other functions as deemed appropriate by the Board from time to time; and
  - (l) undertake the statutory duties as prescribed under the CA 2016 and the Listing Requirements.
- 13.4 The office of the Company Secretary shall be vacated if the Company Secretary resigns by notice in writing to the Company at the Registered Office of the Company. Where a Company Secretary gives notice of resignation to the Directors, the Company Secretary shall cease to act as Company Secretary with immediate effect or on the date specified in such notice (as the case may be). The office of the Company Secretary shall not be left vacant for more than thirty (30) days at any one time.

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**14. Board Committees**

14.1 As managing and controlling companies have become more complex and demanding, boards are resorting to committees to assist them in the discharge of their duties and responsibilities.

14.2 However, the existence of Board Committees does not diminish the Board's responsibility for the affairs of a company. The Board can delegate powers to committees but such delegation should be subject to the following:

- (a) Delegated authority in accordance with the Company's Constitution;
- (b) Clearly established terms of reference, defining their responsibilities and authority, which are approved by the Board;
- (c) The Board must supervise its delegation; and
- (d) The Board must not merely adopt or rely on the committees' recommendations without proper assessment and testing or challenging the same.

Each committee's role should be spelt out in written terms of reference approved by the Board. Each year, the Board, through the Nomination Committee, reviews the Board Committee's effectiveness and performance.

14.3 The following standing committees, with written terms of reference, have been established by the Board:

(a) **Audit Committee**

The Audit Committee is formed to play a crucial role in the corporate governance process, a process that is one of the cornerstones of shareholders' protection. The Board may delegate, but not abdicate its responsibilities to the Audit Committee.

The Audit Committee must consist of no fewer than three (3) members. All the members must be Independent Directors and are financially literate with a sufficient understanding of the business. The Chairman of the Audit Committee is chaired by an Independent Director, who is not the Chairman of the Board.

All members of the Audit Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

The Audit Committee should assume the following fundamental responsibilities:

- (i) Ensure reliability and integrity of the Company's financial accounting and reporting;
- (ii) Overseeing financial reporting process;
- (iii) Monitoring of internal control processes within the Company;



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- (iv) Evaluating the internal and external audit process; and
- (v) Reviewing conflict of interest situations and related party transactions.

The terms of reference of the Audit Committee shall be approved by the Board and it shall be published at the Company's website.

(b) **Nomination Committee**

The members of the Nomination Committee should comprise no fewer than three (3) members consisting wholly of NEDs, a majority of them who are independent. The Chairman of the Nomination Committee should be an Independent Director or senior Independent Director.

The Nomination Committee should ensure that the composition of the board is refreshed periodically. The tenure of each Director should be reviewed by the Nomination Committee and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board.

The Nomination Committee oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience, assessment of Independent Directors', reviews succession plans and, diversity (including gender diversity); oversees training courses for Directors and other requisite qualities of Directors, as well as the annual assessment of the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director.

There are many ways in which board evaluations can be carried out such as through self-assessment, peer review or facilitated by the Company Secretary. Given that every board is different and their needs, roles, priorities and capacities vary depending on the company's size and stage in its life cycle, a box-ticking approach to evaluation is ineffective and unacceptable.

The terms of reference of the Nomination Committee shall be approved by the Board and it shall be published at the Company's website.

(c) **Remuneration Committee**

The members of the Remuneration Committee shall comprise no fewer than three (3) members consisting of only NEDs and a majority of them must be Independent Directors.

The Remuneration Committee is responsible to provide a formal and transparent procedure for developing remuneration policy for Directors and Senior Management and ensuring that compensation is competitive and consistent with the Company's culture, objectives and strategy.

The terms of reference of the Remuneration Committee shall be approved by the Board and it shall be published at the Company's website.

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**(d) Risk Management Committee**

The members of the Risk Management Committee shall comprise no fewer than three (3) members consisting of a majority of Independent Directors.

The Risk Management Committee is primarily responsible for overseeing the risk management framework and policies of the Group. The terms of reference of the Risk Management Committee shall be approved by the Board and it shall be published at the Company's website.

In discharging the above responsibilities, the Risk Management Committee can establish the Risk Management Unit, if so required to identify and manage the risks that the Group face on a continual basis, so that the Group will be able to achieve its goals.

14.4 The Board Committees shall report to the Board on their deliberations, findings and recommendations.

14.5 The Chairmen of the respective Board Committees shall report to the Board on matters dealt with at their respective Board Committees Meetings. Minutes of the respective Board Committees are presented at the Board meetings for further notation. While these Board Committees have the authority to deliberate on matters delegated to them, all decisions and/or recommendations made by these Board Committees will be brought to the attention of the Board, which is collectively responsible for the decisions made.

**15. Board Diversity**

15.1 The Board recognises that board diversity is an essential element contributing to the sustainable development of the Group and it does not discriminate based on ethnicity, age, gender, nationality, political affiliation, religious affiliation, marital status, education background or physical ability. This includes working towards the representation of at least 30% women Directors in the Board composition. Women's participation in decision-making positions should not be focused on board positions alone but also be broadened to include women in Senior Management, as the same benefits apply. Diversity, when extended to Senior Management, will also serve as a talent pipeline for Board candidacy.

15.2 In making a recommendation of suitable candidates, the Nomination Committee shall consider the following: -

- (a) Character and integrity;
- (b) Experience and competence;
- (c) Qualifications;
- (d) Skills and competence;
- (e) Functional knowledge;
- (f) Character;

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- (g) Gender diversity;
- (h) Integrity and professionalism;
- (i) Time and commitment; and
- (j) In the case of candidates for the position of Independent Directors, whether the test of independence under the Listing Requirements is satisfied.

The Company recognises diversity as a critical attribute of a well-functioning leadership team; a more diverse leadership team better reflects the realities of the society, strengthens strategy formulation and risk management by adding varying perspectives and enhances the overall credibility of the Company and its subsidiaries. The Board is pleased to set out its approach to boardroom diversity under the Gender Diversity Policy to ensure that women candidates are sought as part of its recruitment exercise. The disclosure on the activities of the Nomination Committee during the reporting period should include how the Nomination Committee in the discharge of its duties to accelerate gender diversity uptake in the Board composition and Senior Management.

**16. Board Procedures**

**16.1 Board Meetings**

16.1.1 Meetings shall be conducted at least on a quarterly basis. The Company Secretary(ies) shall in advance prepare and distribute to all Directors a timetable for the meetings for the financial year. The Company Secretary(ies) shall work together with the Chairman and GMD in developing the meeting agenda.

16.1.2 A Director may at any time and the secretary shall on the requisition of a Director summon a meeting of the Directors by giving them at least five (5) business days' notice thereof unless such requirement is waived by them. In addition to notices sent through post or by hand, notices may also be sent via facsimile, electronic mail or by any means of telecommunication in a permanent written form. The quorum necessary for the transaction of the business of the directors shall be two (2).

16.1.3 The Chairman of the Board shall preside at all meetings. If the Chairman is unavailable or if he is not present within fifteen (15) minutes after the time set for the holding of the meeting, the Directors present shall elect one (1) of their number to be Chairman of the meeting.

16.1.4 Board members are required to attend the Board meetings. However, other Senior Management may be invited to attend meetings for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises. Resolutions of any meeting of the Directors or adjourned meeting of the Directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the Directors.

16.1.5 In case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote.

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- 16.1.6 Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by all Directors present. In the event issues requiring the Board's decision arise between meetings, such issues shall be resolved through circular resolution subsequent to discussions being held amongst the Board members, either via teleconference, videoconference, email, etc. in order for the Board as a whole to be apprised on such matters and obtain their viewpoints before arriving at a decision.
- 16.1.7 Such circular resolution in writing shall be valid and effective if it is signed or approved by letter, telex, telegram, cable, facsimile or other electrical or digital written message by the majority of the Directors, and such discussions, including any concerns raised and the rationale for the decisions so made in the resolution shall be tabled at the immediate Board meeting for formal record keeping.
- 16.1.8 Directors shall be deemed to be present in person at a meeting if he participates by telephone, audio or audio visual or such other electronic means and all members participating in the meeting are able to hear and/or see each other. The Directors participating in any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors in such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at, or during the meeting.
- 16.1.9 A Director shall not participate in any discussion and shall abstain from voting on contracts or proposed contracts or arrangements in which he/she has direct/indirect interests. A Director shall also not vote on contracts or proposed contracts or arrangements with any other company in which he/she is interested either in his/her capacity as an officer of the Company or as a shareholder of the Company.
- 16.1.10 A Director notwithstanding his/her interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he/she or any other Director is appointed to hold office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he/she is in any way interested provided always that he/she has complied with Section 221 and all other relevant provisions of the CA 2016 and its Constitution.
- 16.1.11 All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 16.1.12 Individual Director shall attend at least 50% of the Board Meetings held in each financial year. The office of a Director shall become vacant if a Director is absent from more than 50% of the total Board Meetings held during a financial year.

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**16.2 Agenda**

The notice of a Directors' meeting shall be given in writing at least five (5) business days in advance, or shorter notice where it is unavoidable, including the information and materials required for the meeting, prior to the meeting. The Chairman, in conjunction with the GMD and the Company Secretary(ies), shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst other things, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities. The agenda shall address high-priority strategic and operational issues, where necessary, and ensure that there is enough time for discussion. Agenda issues shall be aligned with the overall Company's context, including its starting situation, aspiration and priorities.

**16.3 Meeting Papers**

16.3.1 To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least five (5) business days in advance of the Board meeting, or a shorter period where unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/or recommendations is prepared.

16.3.2 Minutes are prepared following a Board meeting and are circulated in draft form for the Board and all Directors should ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including any dissenting views and if any Director had abstained from voting or deliberating on a particular matter.

The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions rather than a historical narrative of the discussion or concluding remarks of final decisions made. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.

**16.4 Access to Information**

A record of submissions, papers and material presented to the Board is maintained and kept by the Company Secretary, together with minutes of meetings, and is accessible to Directors during office hours. All Directors (Executive and Non-Executive) have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of the Company, subject to a formal written request to the Board Chairman furnishing satisfactory and explicit justification for such a request. The procedures for obtaining access to information are set out under **Appendix B**.

Directors are expected to strictly observe the confidentiality of the Company's information. Directors are refrained from making improper use of information gained through the position of Director for their own interest, or their employees' interest, if applicable.

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**16.5 Independent Professional Advice**

16.5.1 Directors are entitled to request and receive additional information they consider necessary to make informed decisions, including the following:

- (a) obtaining full and unrestricted access to any information on the Company;
- (b) obtaining full and unrestricted access to the advice and services of the Company Secretary; and
- (c) obtaining professional independent advice, with the Chairman's prior written consent, at the Company's expense. The Director should provide notice to the Company Secretary of the intention to seek independent advice and shall provide the name(s) of the professional advisors proposed to be engaged, together with a brief summary of the subject matter on which professional advice is being sought. If one or more Directors seek to appoint one or more advisors on the same or similar matter(s), the Chairman shall initiate discussions to reach a consensus on the advisor to be engaged.

**17. Directors' Training and Continuing Education**

17.1 The objective of the induction process and training programme is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast with development in the marketplace pertaining to the oversight function of Directors. This will enable the Directors to discharge their duties and responsibilities effectively.

17.2 Induction of Directors may include the following:

- (a) time with other Directors to enable further insights and knowledge of the Company, in particular the Chairman and the Company Secretary;
- (b) furnishing a copy of the previous Board minutes for at least the past six (6) months;
- (c) visits to key sites;
- (d) additional Board or Board Committee meetings as circumstances warrant during a given financial year. As in-depth knowledge of the particulars of the Company's/Group's business is vital for each Director, Management is encouraged to structure Board or Board Committee meetings to allow direct involvement and review of operational activities (for example, by holding Board meetings in field operations and including market/business activities in the Board meetings); and
- (e) a formal one (1) to two (2) days induction programme, including the elements above, and also presentations by key management personnel.

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- 17.3 Directors are strongly encouraged to undergo training to equip themselves to effectively discharge their duties as a Director and for that purpose he ensures that he/she attends such training programmes.
- 17.4 Directors are required to undergo the Mandatory Accreditation Programme under the requirements of Bursa Malaysia. The costs of the Mandatory Accreditation Programme and/or continuing education program shall be borne by the Company.
- 17.5 The Nomination Committee in association with the Chairman shall decide on the continuous education training programme for Directors.
- 17.6 At the start of each financial year, the Board collectively should discuss to assess the training needs of each Director and to decide on the type of training that may be required for effective and efficient discharge of Directors' duties and responsibilities.
- 17.7 All Directors must attend the induction of the Company and training programmes that are prescribed by the Bursa Malaysia from time to time and are encouraged to attend various external and internal training sessions, seminars, forums and conferences, particularly on corporate ethics and integrity matters, risk management, the latest development or changes in statutes, relevant regulatory requirements and corporate governance practices, etc that are conducive to discharging their roles, functions and duties effectively. All costs incurred ancillary or incidental to the training shall be borne by the Company.
- 17.8 The Board must disclose in the Annual Report of the Company, a statement on the training attended by the Directors which includes the following information:
- (a) the Board has undertaken an assessment of the training needs of each Director;
  - (b) a brief description on the type of training that the Directors have attended for the financial year; and
  - (c) in exceptional circumstances, where any Director has not attended any training during the financial year, valid justifications for the non-attendance of such Director.

**18. Appointment, Vacation of Office and Removal of Directors**

- 18.1 Any Directors of the Company shall not be considered fit for directorship if the Director:
- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;
  - (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that the Director acted fraudulently or dishonestly; or

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- (c) has been convicted by a court of law of an offence under the securities laws of Malaysia or the CA 2016, within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.
- 18.2 Upon the appointment of a Director, the said Director shall provide to Bursa Malaysia an undertaking prescribed by Bursa Malaysia immediately and in any event not later than fourteen (14) days
- 18.3 The office of director shall, ipso facto, be vacated if the Director:
- (a) resign his/her office by notice in writing to the Company;
  - (b) has retired in accordance with the CA 2016 or the Constitution of the Company but is not re-elected;
  - (c) is removed from his/her office of Director by resolution of the Company in General Meeting of which special notice has been given;
  - (d) becomes bankrupt or makes any arrangement or composition with his/her creditors generally during his/her term of office;
  - (e) becomes prohibited from being a Director by reason of any order made under the CA 2016 or contravenes Section 198 of the CA 2016;
  - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his/her term of office;
  - (g) deceased;
  - (h) ceases to be a Director by virtue of the CA 2016; or
  - (i) is absent from more than 50% of the total Board meetings held during a financial year unless approval is sought or obtained from Bursa.
- 18.4 When a Director is removed from office, the Company must forward to Bursa Malaysia a copy of any written representations made by the Director at the same time as copies of such representations are sent to shareholders/Management of the Company under Section 207(3)(b) of the CA 2016.

### **19. Directors' External Commitments**

The Company Secretary should facilitate the Directors' annual independence and conflict of interests' declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for INEDs) and conflict of interest (i.e. for all Directors).



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**20. Conflict of Interest and Related Party Transactions**

- 20.1 A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his/her interest in accordance with the provisions of the CA 2016. The Directors shall state the fact and the nature, the character and extent of any office or profession of any property that may duly, directly or indirectly be in conflict with his/her duties as a Director. The Director concerned shall not participate in deliberations and shall abstain himself/herself from casting his/her votes in any matter arising thereof otherwise as provided for in the Constitution of the Company.
- 20.2 Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company.
- 20.3 An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.
- 20.4 Related party transactions include any financial transaction between a Director or officer and the Company and will be reported to each Board meeting.

**21. Directors' Remuneration**

- 21.1 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.
- 21.2 The remuneration of EDs shall be recommended by the Remuneration Committee with the individual Director concerned abstaining from discussing his/her individual remuneration. The amount of remuneration payable shall be determined concerning the corporate and individual performance of Directors.
- 21.3 NEDs will be paid a fee for acting as Directors of the Company, subject to approval by shareholders.
- 21.4 The Board shall establish a formal and transparent remuneration policies and procedures as a guide for the Board and the Remuneration Committee to determine the remuneration of Directors and Senior Management of the Company, which take into account the demands, complexities and performance of the Company as well as skills and experience required. The Board should determine who makes up Senior Management and if any other group of employees should be covered by the remuneration policy and procedures.
- 21.5 The policies and procedures are periodically reviewed and made available on the Company's website together with terms of reference for the Remuneration Committee.

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- 21.6 The total amount of Directors' fees and benefits payable to the Directors is subject to annual shareholders' approval at general meetings. Directors who are shareholders should abstain from voting at general meetings to approve their fees. Similarly, EDs should not be involved in deciding their own remuneration
- 21.7 There is detailed disclosure on a named basis for the remuneration of individual Directors. The remuneration breakdown of individual Directors includes fees, salary, bonus, benefits-in-kind and other emoluments.
- 21.8 The Board discloses on no named basis the top five (5) Senior Management's remuneration component including salary, bonus, benefits-in-kind and other emoluments in bands of RM50,000.
- 22. Board and Member Assessment**
- 22.1 The Nomination Committee reviews annually the effectiveness of the Board and Board Committees as well as the performance of individual Directors.
- 22.2 The Company has introduced the Board and Board Committee Annual Evaluation Forms ("AEF") questionnaire for evaluation of the performance of the Board, Board Committees and individual Directors.
- 22.3 The evaluation takes place annually and involves Directors completing the AEF, covering the Board and Board Committees processes and, the effectiveness and contribution of each of the Directors to the Board and Board Committees.
- 22.4 The Directors' responses are collated and reviewed by the Nomination Committee, after which, shall provide a comprehensive summary of the findings and recommendations to the Board for further review and proposed actions.
- 22.5 The deliberations of the Nomination Committee on the findings of the AEF are duly minuted at the meetings of the Nomination Committee and the Board.
- 22.6 The AEF exercise will include the Directors' feedback on areas that affect the performance of the Board which, amongst others, include the following:
- (a) Board mix and composition;
  - (b) Quality of information and decision making;
  - (c) Boardroom activities;
  - (d) Composition of the Board Committees; and
  - (e) Contribution and performance of the Board Committees.
- 22.7 The Board shall consider the engagement of suitably qualified and competent experts/consultants to facilitate objective and candid board evaluations, if necessary.

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**23. Code of Conduct and Ethics for Directors and Employees**

- 23.1 The Board of the Company shall ensure that the Group upholds high standards of ethics and corporate behaviour. A governing Board is in a position of trust. It holds in trust not only the Group's physical and intellectual assets but also the efforts of those who have gone before. It preserves and grows these things for the current and future generations. Its stewardship will protect the organisation from harm and steer it towards positive achievement. The Company has in place the Code of Conduct and Ethics ("**the Code**") which is formulated to enhance corporate governance and the standards of professional and ethical practices of Directors and employees of the Group.
- 23.2 The Code sets out the general principles and standards of business conduct and ethical behaviour for the Directors and employees of the Group in the performance and exercise of their responsibilities as Directors and employees of the Group or when representing the Group and includes the expectation of professionalism and trustworthiness from the Directors and employees.
- 23.3 All Directors and employees of the Group must endeavour to observe the Code which provides guidance as to the ethical conduct to be complied to uphold the principles of honesty and integrity, to ensure a high standard of ethical and professional conduct is upheld in the performance of their duties and responsibilities.
- 23.4 In that light and in the performance of their duties, a Director of the Company is first and foremost held accountable in demonstrating the following:

**Corporate Governance**

- (a) a clear understanding of the aims and purpose, capabilities and capacity of the Company;
- (b) devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
- (c) ensure at all times that the Company is properly managed and effectively controlled;
- (d) stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
- (e) insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
- (f) limit his/her directorship of companies to a number in which he/she can best devote his/her time and effectiveness; each Director is his/her own judge of his/her abilities and how best to manage his/her time effectively in the Company in which he/she holds directorship;
- (g) have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;

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- (h) at all times exercise his/her powers for the purposes they were conferred, for the benefit and prosperity of the Company;
- (i) disclose immediately all contractual interests whether directly or indirectly with the Company;
- (j) not divert to his/her own advantage any business opportunity that the Company is pursuing, or misuses confidential information obtained by reason of his/her office for his/her own advantage or that of others;
- (k) at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties; and
- (l) be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake.

### **Relationship with Shareholders, Employees, Creditors and Customers**

- (m) be conscious of the interest of shareholders, employees, creditors and customers of the Company;
- (n) at all times promote professionalism and improve the competency of Management and employees; and
- (o) ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

### **Social Responsibilities and the Environment**

- (p) adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- (q) ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- (r) be proactive to the needs of the community and to assist in society-related programmes; and
- (s) ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large.

The Directors' Code of Conduct will be reviewed and updated periodically.

A copy of the Code is available on the Company's website.

## **24. Whistle-Blowing**

The Whistle-Blowing Policy and Procedures provide an avenue for any Director, officer, employee and members of the public to report instances of unethical, unlawful or undesirable conduct on a confidential basis without fear of intimidation or reprisal. Nothing in this policy shall interfere with other established operational policies and processes. All disclosures pursuant to this policy are to be made to the Audit Committee's Chairman. The Board shall be apprised of disclosure matters which are serious in nature or of grave repercussions.

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The Whistle-blowing Policy and Procedures are available on the Company's website.

**25. The Company's Constitution and Management's Limit**

25.1 The Board operates pursuant to the powers and is subject to rules in the Constitution of the Company as adopted by shareholders in General Meeting.

25.2 Management is expected to act within all specific authorities delegated to it by the Board. Management is expected not to cause or permit any practice, activity or decision that is contrary to commonly accepted good business practices or professional ethics.

**26. Application**

26.1 The principles set out in this Charter are:

- (a) kept under review and updated as practices on Corporate Governance develop further guidelines on Corporate Governance are issued by the relevant regulatory authorities;
- (b) applied in practice having regard to their spirit and general principles rather than the form itself; and
- (c) summarised in the Annual Report as part of a narrative statement by the Directors on Corporate Governance.

26.2 The Board endeavours to comply at all times with the principles and practices as set out in this Charter.

26.3 The Board will periodically review and update the Charter in accordance with the needs of the Company and any new regulations that may have impact on the discharge of the Board's responsibilities.

26.4 Any updates to the principles and practices set out in this Charter will be made available on the Company's website.

**- END-**

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## **Appendix A**

### **FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD**

The following summarises the list of matters reserved for the Board's deliberation and decision:

#### **1. Board Structure**

- (a) Appointment and recommendation for removal of Directors.
- (b) Appointment and removal of Company Secretary(ies).
- (c) Establishment of Board Committees, their members and the specific terms of reference.

#### **2. Board Remuneration**

- (a) Recommendation of Directors' fees for NEDs to be approved by shareholders.
- (b) Approval of remuneration packages, including service contracts, for EDs.
- (c) Recommendation of the benefits payable to the Directors including any compensation for loss of employment of a Director or former Director to be approved by shareholders.

#### **3. Company's Operations**

- (a) Review and approval of Company strategic plan and annual budget (including capital expenditure budget).
- (b) Approval of capital expenditure exceeding prescribed thresholds based on the formalised limits of authority.
- (c) Approval of investment or divestment in a company, business, property or undertaking.
- (d) Approval of investment or divestment of a capital project which represents a significant diversification from the Company's existing business activities.
- (e) Approval of major changes in the activities of the Company.
- (f) Approval of treasury policies and bank mandates of the Company.
- (g) Approval of limits of authority for the Company.

#### **4. Financial**

- (a) Approval of financial statements and their release (including financial reports for announcement to Bursa Malaysia or the Securities Commission Malaysia).
- (b) Approval of any corporate announcement to the regulators such as Bursa Malaysia and Securities Commission Malaysia.
- (c) Approval of any transactions that require shareholders' approval.
- (d) Approval of Directors' Report, Corporate Governance Statement, and Risk Management and Internal Control Statement for inclusion in the Company's Annual Report.

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- (e) Approval of dividends for payment.
- (f) Adoption of accounting policies in line with the Malaysian Financial Reporting Standards.
- (g) Review the effectiveness of the Group's system of risk management and internal controls via the Audit Committee.

#### **5. Others**

- (a) Granting of power of attorney by the Company.
- (b) Entering into any corporate guarantee and indemnity issued by the Company.
- (c) Recommendation for the changes in the Company's Constitution.
- (d) Change in financial year end.
- (e) Recommendation for purchase of own shares by the Company.
- (f) Recommendation for issue of debt instruments.
- (g) Any other matters requiring the Board's approval under the limits of authority adopted by the Company and the Group.

Reviewed and updated on 8 April 2022.

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## **Appendix B**

Date of Review: 8 April 2022

### **PROCEDURES ON ACCESS OF INFORMATION**

#### **A. INFORMATION SEEKING PROTOCOL**

Directors will adhere to the following protocol when seeking information:

- (a) Approach the GMD or Company Secretary to request the required data;
- (b) If the data is not forthcoming, approach the Chairman; and
- (c) If the information is still not forthcoming, write a letter to all Board members and the GMD detailing the information that is required, purpose of information, and who the Director intends to approach in order to obtain the information.

#### **B. INSPECTION OF MINUTES AND OTHER DOCUMENTATION**

- (a) Requisition to inspect minutes or other documents/records must be made in written form and be submitted to the Company Secretary at least three (3) working days from the date of inspection.
- (b) Each requisition must state clearly the type of documents, date of publication and purpose of inspection.
- (c) Inspection must be done within the office premise and no extraction of documents in its physical form is allowed out of the office premise.
- (d) Photocopying of the minutes is allowed upon request.
- (e) The Company Secretary or their nominee will notify the Director once the said documents or records are ready for inspection.
- (f) Any changes to the date of inspection must be notified within twenty-four (24) hours prior to the date of inspection.

#### **C. ACCESS TO PROFESSIONAL ADVICE**

- (a) A Director of the Company is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, expert opinion on matters before them.
- (b) Prior to seeking professional advice a Director shall inform the Chairman about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice and obtain the approval of the Chairman.
- (c) If the Chairman is seeking the advice, he will need to seek the approval of the Board. Where more than one (1) Director is seeking advice about a single issue, the Chairman shall endeavour to coordinate the provision of the advice.



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#### **OFFICE ADDRESS AND OPERATING HOURS**

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