P: +603 6148 0890
F: +603 6148 0891
info@infolinegroup.com

INFOLINE TEC GROUP BERHAD 202101032489 (1432789M)
NO 53-3, Jalan PJU 5/20E, Pusat Perdagangan Kota Damansara,
47810 Petaling Jaya, Selangor.

PUBLIC USE

"INFOLINE TEC" GROUP OF COMPANIES

STANDARD POLICY & PROCEDURE	EFFECTIVE **1 March 2025**	REV. NO. **2**
SUBJECT **BOARD CHARTER**		

INTRODUCTION

INFOLINE TEC GROUP BERHAD ("**INFOLINE TEC**") was incorporated on 5th October 2021 as a private company and subsequently converted into a public company on 29th October 2021.

1. Purpose of this Board Charter

1.1. This Charter sets out the functions, roles and responsibilities of the Board of Directors ("Board") of **INFOLINE TEC** within the Governance Structure of **INFOLINE TEC** and its subsidiaries ("Group") to ensure that the Board's practices are consistent with and reflect the Board's commitment to best practices as prescribed in Corporate Governance.

1.2. The Board of **INFOLINE TEC** has primary responsibilities for the governance and management of the Company and Group including the financial and organizational wellbeing of the Company and Group.

1.3. The Charter ensures that the Group has appropriate corporate governance structures aimed at creating and protecting shareholders' value and that all Board members are aware of their duties and responsibilities as Board members.

1.4. This Board Charter serves as a reference source and primary induction literature to assist existing members and new members of the Board in the performance of their duties as Directors. It also serves as a reference in the annual assessment of the Board's performance, the performance of its Committees, Chairman of Board Committees, Independent Non-Executive Director and its Directors.

2. Composition, Roles and Functions of the Board

2.1. Composition

2.1.1. Size of the Board

In accordance with Clause 75(1) of the Company's Constitution, until otherwise recommended by the Board and confirmed by the Company in General Meeting, the number of Directors shall not be less than two (2), not more than twelve (12), all of whom shall be natural persons.

In compliance with Rule 3.04 and Rule 15.02 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), **INFOLINE TEC** will ensure that at least two (2) directors or one-third (1/3) of the Board of Directors, whichever is higher, are Independent Directors. 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.

2.1.2. The size and balance of the Board are determined by the Board with the assistance of a Nominating Committee ("NC") during its review and evaluation carried out annually. The Board of **INFOLINE TEC** is currently comprised of Seven (7) Directors with an appropriate balance of:

- Three (3) Executive Directors; and
- Four (4) Independent Non-Executive Directors.

The Independent Non-Executive Directors are persons of calibre, credibility and have the necessary skills, competencies, commitment, gender diversity, and experience to bring independent judgement to bear on issues of strategy, performance and resources including key appointments and standards of conduct. The board shall also consider the existing board positions held by a director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the company should be avoided.

2.2. <u>New Appointment</u>

New appointments to the Board are only made after consultation with the NC. The NC is responsible for assessing the candidate(s) for proposed directorship and proposed Board Committee membership and thereupon submitting their recommendation to the Board for decision.

2.3. <u>Separation of Position of Chairman and Managing Director and / or Chief Executive Officer</u>

In line with Practice 1.3 of the Malaysian Code on Corporate Governance 2021 ("MCCG"), it is the Board's policy to keep the positions of Chairman and Managing Director / Chief Executive Officer distinct and held by separate individuals to ensure a balance of power and authority in the Board. Further, consistent with the Practice 1.4 of the MCCG, the Chairman of the Board should not be a member of the Audit Committee, Nominating Committee or Remuneration Committee.

INFOLINE TEC's Board is led by an Independent Non-Executive Chairman and supported by three (3) Executive Directors and three (3) Independent Non-Executive Directors. The roles of the Chairman of the Board, Managing Director

and/or Chief Executive Officer, Executive Directors and Independent Non-Executive Directors are clearly defined and set out in this Board Charter. The Chairman's role includes leading the Board in the oversight of management and is not involved in the day-to-day management of the Group.

All the Independent Directors are independent of Management and have no family or business relationships with the Executive Directors and major shareholders, which would interfere with the execution of their independent judgement.

The Executive Directors are overall responsible for implementing the strategies and decisions of the Board, overseeing the Group's day-to-day operations and businesses, whilst the Independent Non-Executive Directors provide their independent view, unbiased judgement and knowledge to the management as well as safeguarding the interests of the shareholders. Non-Executive Directors do not participate in the day-to-day management of the Group.

2.4. Retirement, Re-Election and Re-Appointment

Re-election of Directors shall take place each year. At the Annual General Meeting of the Company where one-third (1/3) of the Directors for the time being or if the number is not three (3) or a multiple of three (3) then the number nearest one-third (1/3) shall retire from office provided always that all Directors including a Managing Director and/or Chief Executive Director shall retire from office once at least in each three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

2.5. Disqualification or Vacation of Office

The office of a Director shall be vacated when he/she: -

(a) resigns from office by giving written notice to the Company at the Registered Address;

(b) is removed from office in accordance with Clause 91 of the Constitution of the Company;

(c) becomes disqualified from being a director under Section 198 or Section 199 of the CA 2016 and the MMLR;

(d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;

(e) dies or has passed away;

(f) has been convicted by a court of law of an offence under the securities laws; or

(g) otherwise vacates office in accordance with the Constitution of the Company.

Chairman

The Chairman of the Board is an Independent Non-Executive Director and his/her role and responsibilities are set out under Section 3 of this Charter.

2.6. Diversity

The Board views diversity in the boardroom as an essential factor in ensuring an effective and well-functioning Board.

The NC as part of its objectives will review and oversee that the diverse needs of the Board are sought as part of the Board's selection and recruitment exercise when considering the appointment of new directors taking into consideration the diversity of the Board in terms of gender, nationality, age, ethnicity, culture and socio-economic background of its directors.

The Board firmly believes that its composition:

- is currently comprised of Directors from a diverse background with 30% of women directors;
- Number of Executive Directors does not overweigh the number of Independent Non-Executive Directors;
- drawn from different ethnic, cultural and socio-economic backgrounds and is sufficiently diverse to ensure that different viewpoints are considered in the decision-making process.

2.7. Management

The management and day-to-day operational responsibilities are delegated to the Chief Executive Officer assisted by the Executive Directors whose roles and responsibilities are set out under Section 4 of this Charter and assisted by Senior Management Executives.

2.8. Roles and Responsibilities

2.8.1. The powers and duties of the Directors are as set out in the Constitution of the Company and as prescribed under Subdivision 3 of Division 2 of the CA 2016.

2.8.2. Pursuant to Section 211 of the CA 2016:

Section 211(1)

The business and affairs of a Company shall be managed by, or under the direction of the Board.

Section 211(2)

The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the CA 2016 or in the constitution of the company.

2.8.3. Pursuant to Section 213 of the CA 2016:

Section 213(1)

A director of a Company shall at all times exercise his/her powers in accordance with the CA 2016, for a proper purpose and in good faith in the best interest of the company.

Section 213(2)

A director of a Company shall exercise reasonable care, skill and diligence with

(a) the knowledge, skill and experience which may reasonably be expected of a director having the same responsibilities; and

(b) any additional knowledge, skill and experience which the director in fact has.

Section 213(3)

A director who contravenes this section commits an offence and shall, on conviction, be liable to imprisonment for a term not exceeding five years or to a fine not exceeding three million ringgit or to both.

2.8.4. The Board assumes ultimate accountability and responsibility for the stewardship of **INFOLINE TEC** including those expounded under Guidance 1.1 of the MCCG as follows:

- Promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- Review and monitor the implementation of Budget by Management;
- Review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances, to ensure that they support long-term value creation and take into account economic, environmental and social considerations underpinning business sustainability;

- Oversee the conduct of the Group's businesses to evaluate and assess management performance to determine whether the businesses are being properly managed;
- Assess and identify the principal risks of the Group's businesses in recognition that business decisions involve the taking of appropriate risks and ensure there is a sound framework for internal control and risk management;
- Set the risk appetite within which the Board expects Management to operate, and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- Approve the nomination, selection, succession policies, remuneration policy and procedures for the Board members and Senior Management;
- Approve the appointment, resignation or removal of Company Secretaries;
- Develop and implement "Stakeholder Communications Policy" for the Group;
- Review the adequacy and integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the securities laws, CA 2016 and MMLR);
- Review and approve the Financial Statements encompassing annual audited accounts and quarterly reports and ensure the integrity of the Company's financial and non-financial reporting.
- Establish a corporate culture which engenders ethical conduct and behaviour;
- Review and approve the appointment of external auditors and their related audit fees;
- Carry out or perform such other functions necessary for the discharge of its fiduciary duties under the relevant laws, rules and regulations.

2.8.5. The Board assumes ultimate accountability and responsibility for the governance of sustainability of the Group including those expounded under Practice 4.1 of the MCCG as follows:

- The Board shall take into account sustainability considerations when exercising its duties including, among others, the development and implementation of company strategies, business plans, major plans of action and risk management, while strategic management of material sustainability matters shall be driven by senior management.

2.8.6 Matters reserved for the Board

The Board reserves full decision-making powers, amongst others, on the following matters (to the extent that the Board resolves that determination and/or approval of any such matter shall and can be delegated to the Committees of the Board or Management):

- Acquisitions of Business/Investments.
- Divestments and Disposals of Business/Investments.
- Overseas Equity Venture.
- Corporate Finance and Proposals.
- Terms of key/main agreements not within the ordinary course of business.
- Acquisition and disposal of Properties (not in the ordinary course of business) and Motor Vehicles.
- Bank borrowings and finance arrangements.
- All Related Party Transactions.
- The Group and Company's Annual Budget (including Major Capital commitment).
- Conflict of interest issues relating to a substantial shareholder or a director.
- Declaration of Interim Dividend/Proposed Final Dividend and Proposed Directors' fees.
- All other business transactions in accordance with the Discretionary Limit Authority which require Board's approval.

3. Chairman of the Board

The Chairman is primarily responsible for:

- The leadership of the board and facilitating the effective contribution of all directors at Board meetings, ensuring that no member dominates discussions and that appropriate discussions and opinions amongst members are forthcoming.
- Representing the Board to shareholders and chairing General Meeting of shareholders.
- The efficient organization and conduct of the Board's functioning, including establishing the agenda for Board meetings in consultation with the Executive Directors, chairing Board meetings and ensuring that the Board behaves in accordance with the Code of Ethics for Directors and Executives.

- Ensuring the Board's decisions have been implemented.
- Ensuring that the directors receive accurate, timely and clear information in a form and of a quality appropriate to enable them to discharge their duties. All directors are entitled to request additional information where they consider such information necessary to make informed decisions.
- Ensuring that new directors receive a full, formal and tailored induction on joining the Board. The letter of appointment should set out the director's expected time commitment.
- Ensuring that the directors continually update their skills, knowledge and familiarity with the Company required to fulfill their role both on the Board and on Board's Committees.
- The promotion of constructive and respectful relations between directors, and between the Board and management including promoting a culture of openness and debate without any one director dominating the discussion.
- Overseeing that adequate time is available for thorough deliberation of key matters and that decisions are taken on a sound and well-informed basis, including the consideration of all strategic and critical issues.
- Ensuring that the views of shareholders are communicated to the Board as a whole and that governance, strategy issues, as well as sustainability matters, are discussed with major shareholders.
- Providing guidance and mentoring to the Executive Directors as well as maintaining regular dialogue with the Executive Directors and senior management to ensure he is kept informed of all major issues and matters affecting the Group.
- Providing a proposal to the Remuneration Committee on the remuneration of the Executive Directors.
- Developing a Performance Evaluation for Executive Directors and review his/her performance against this Evaluation.
- Reviewing matters of concern to the Group together with the Managing Director and / or Chief Executive Officer.

4. Chief Executive Officer

4.1. The Chief Executive Officer (CEO) is appointed by the Board of Directors and is accountable to the Board for the achievement of the Group's goals. The CEO is responsible for the day-to-day management of the Group with all powers, discretions and delegations authorized from time to time by the Board.

4.2. The CEO's primary responsibilities include:

- Overall responsibility for the business units and day-to-day management of the Group, organisational effectiveness and implementation of Board policies as well as strategies and decisions.
- The development (in conjunction with the Board) and implementation of short, medium and long-term corporate strategies for the Group, preparing business plans and reports with senior management and reporting/presenting to the Board on current and future initiatives.
- Providing leadership, supervision and control in managing a team of executives responsible for all functions contributing to the success of the Group.
- Ensuring that the Group has the appropriate risk management as well as business sustainability practices and policies in place.
- The assessment of business opportunities which are of potential benefits to the Group.
- Bringing material and other relevant matters to the attention of the Board in an accurate and timely manner.
- Overseeing shareholders' communications.
- Appointing and, where appropriate, removing senior executives, including the Chief Financial Officer and the Company Secretary, with the approval of the Board.
- Evaluating the performance of senior executives.
- Ensuring that the objectives and standards of performance are understood by the Management and employees.
- Ensuring that the operational planning and control systems are in place.
- Monitoring performance results against plan.
- Taking remedial actions, where necessary.
- Ensuring that the Group's Financial Reports are drawn up in accordance with the relevant accounting standards and comply with all requirements of Bursa Securities MMLR.
- Directing and monitoring all aspects of the business operations in a cost-effective manner.
- Effectively overseeing the human resources of the Group to ensure that key positions in the Group's management structures, including succession planning and talent retention are adequately addressed.

- Ensuring the Group's corporate identity, products and services are of acceptable high standards and reflective of the market environment in which the Group operates.
- Assisting the Chairman in ensuring that accurate quality and timely information flows to the Board for establishing the agenda for Board and Committee meetings.

In discharging his/her responsibilities, the CEO can delegate and assign appropriate functions and responsibilities to the senior management personnel while retaining overall control and responsibility.

5. Executive Directors

5.1. The Executive Directors are appointed by the Board of Directors and they report to the Board.

5.2. The Executive Directors' primary responsibilities include:

- Discharge all duties and responsibilities in conformity with policies adopted by the Board, as amended from time to time, and any special duties assigned or delegated by the Board;
- Collaborate with the CEO to set the overall direction and head the Company ensuring that the Company is managed efficiently and effectively by maximizing the utilization of resources according to the budgeted plan and support policies, procedures and practices of the Company;
- Establish policies that promote Company's vision and core values;
- Coordinate and oversee the daily business operation of the Company especially supporting functions i.e. Finance/Accounts, Costing, Human Resources/Admin and Information Technology through the managers and advise and guide them in the right direction so as to ensure that Company's strategic and business plan is executed;
- Optimize the Company's performance by providing sound leadership and training to the management and staff of the Company;
- Strengthen relationships with business partners, customers and government regulatory bodies and other authorities, agencies and others;
- Devote requisite time and undivided attention to the service of the Company and faithfully and diligently discharge duties which will promote and advance the interest of the Company at all times; and
- Ensure that the welfare of the Company's employees are taken care of and mutual interaction and communication are established between the Management, general staff and amongst themselves through activities such as sports, family programmes, recreational and annual dinner get-together.

6. Chief Financial Officer

The Chief Financial Officer is appointed by the CEO in consultation with the Board of Directors and is responsible for:

- Financial and human resources management of the Group including the establishment, maintenance and review of financial and administrative internal controls.
- Ensures that the human resource and administrative policies and practices adopted by the Group are in compliance with all statutory regulations and requirements.
- Budget preparation, review and management of the Group.
- Preparation and review of financial information including annual financial statements to facilitate the discharge of the Group's statutory reporting obligations.
- Ensures that the Group's Financial Reports are drawn up in accordance with the relevant accounting standards and comply with all requirements of Bursa Securities MMLR.
- Provision of advice on the effectiveness of accounting and financial information management systems and financial controls in meeting the Group's requirements.
- Provision of advice concerning the financial implications of and financial risks to the Group's current and projected services.
- Development of strategic options for the Group's future financial management and capability.

7. Company Secretary

The Board is currently supported by two (2) External Company Secretaries, both qualified to act as Company Secretary under Section 235 of the CA 2016. Both the Company Secretaries are Associate Members of the Malaysian Institute of Chartered Secretaries & Administrators.

The Company Secretaries provide the required support to the Board in carrying out its duties and stewardship role, providing the necessary advisory role with regards to the Company's Constitution, Board's policies and procedures as well as compliance with all regulatory requirements, codes, guidance and legislation.

The Company Secretaries assist the Board to:

- Comply with the statutory requirements of the CA 2016, the MMLR of Bursa Securities, the Capital Market Services Act 2007, and such other relevant legislation within their agreed scope of responsibilities.
- Prepare for meetings of the Board, shareholders and other stakeholders and advise on matters relating to company secretarial matters as and when required.

- Update all statutory registers and books and maintain record-keeping of all important company documents such as the certificate of incorporation, share certificates, meeting minutes, constitutions, etc.

All directors shall have unlimited access to the advice and services of the Company Secretary.

8. Board Committees

The Board delegates certain responsibilities to the various Board Committees with clearly defined terms of reference to assist the Board in discharging its responsibilities. In order to have better segregation of duties, the Board has separated Audit and Risk Management Committee into Audit Committee ("AC") and Risk Management Committee ("RMC") effective from 1 March 2025.

8.1. Audit Committee ("AC")

To provide assistance to the Board in relation to the fulfillment of the Board's statutory as well as fiduciary responsibilities and ensure that the internal and external audits of the Group are being carried out adequately and effectively. The functions and responsibilities of the AC are set out in its Terms of Reference.

8.2. Nominating Committee ("NC")

To provide assistance to the Board in relation to the fulfillment of the Board's statutory and fiduciary responsibilities in respect of its nomination responsibilities. The functions and responsibilities of the NC are set out in its Terms of Reference.

8.3. Remuneration Committee ("RC")

To provide assistance to the Board in relation to the fulfillment of the Board's statutory and fiduciary responsibilities in respect of its remuneration responsibilities. The functions and responsibilities of the RC are set out in its Terms of Reference.

8.4. Risk Management Committee ("RMC")

To provide assistance to the Board in relation to the fulfilment of the Board's corporate governance oversight responsibilities for a sound Risk Management and related Internal Control System.

9. Independence of Directors

9.1. Definition under Listing Requirement

The definition of an Independent Director is as set out in Rule 1.01 of Chapter 1 of the MMLR and further clarified and discussed under Practice Note 13 issued by

Bursa Securities.

INFOLINE TEC's Board does not believe that it is practically possible to list down all the criteria which are appropriate to characterize in all circumstances the independence of a Director. It is the approach of the Board when considering a Director's Independence to critically assess their independence taking into consideration all relevant factors, including the abovesaid definition and explanations under this Section and that such assessment must be applied with common sense and the Directors themselves are best able to determine if they have an interest or relationship which is likely to impact on their independence.

Each Director is expected to advise the Chairman immediately if he/she believes they may no longer be independent. Should the Chairman or any other Director have any concern about the Independence of a Director, he/she must immediately raise the issue with that Director during a Board Meeting.

Where the independent status of a Director is lost, this is to be disclosed immediately by way of an announcement to Bursa Securities.

9.2. Tenure of Independent Directors

Practice No. 5.3 of the MCCG prescribes that the tenure of an Independent Director does not exceed a cumulative term limit of nine years. Upon completion of the nine years, an independent director may continue to serve on the Board as a non-independent director.

If the Board intends to retain an independent director beyond nine years, it should justify and seek annual shareholders' approval through a two-tier voting process.

10. Access to Information, Independent Advice and Continuing Development

10.1. The Board and Committees shall have unlimited access to all information pertaining to the Company. All Board members shall have direct access to the advice and services of the Company Secretary.

Board and Committee papers providing accurate and complete information, review and analysis of matters and issues to be considered and deliberated are furnished to all Board/Committee members at the earliest practicable time prior to meetings.

The Executive Directors, senior management personnel and appropriate external advisers/consultants are available to brief, report and advise in meetings of the Board and Board Committees.

10.2. Board members are entitled to request and receive any such additional information as they consider necessary to support informed decision-making. Any Board member has the authority to seek any information he/she requires from any employee of the Group and all employees must comply with such requests.

Any significant issues raised by a Director are to be communicated to the Chairman or Independent Director.

10.3. Any Board member may take such independent legal, financial or other advice as they may consider necessary, at **INFOLINE TEC**'s cost and expense.

Any Director seeking such independent advice must first discuss the request with the Chairman, who must then agree and approve of this course of action and will facilitate obtaining such advice and, where appropriate, disseminate the advice to all Directors.

10.4. The Board has the authority to conduct or direct any investigation required to fulfill its responsibilities and has the authority to retain at the Company's expense, such legal, accounting or other services, consultants, advisers or experts as it considers necessary from time to time in the performance of its duties.

11. Procedures for Appointment of Directors

11.1. The Board's procedures for appointments of Directors to the Board are viewed as a vital component of the governance process in determining the composition, size, balance, competencies and ultimately the quality of the Board.

INFOLINE TEC has a formal and transparent procedure established for the appointment of new Directors to the Board.

The NC is responsible for sourcing, identifying, reviewing and recommending potential new Directors to the Board after taking into consideration of the current and future needs of the Company.

12. Quorum at Board Meetings

In accordance with Clause 114 of the Company's Constitution, the quorum necessary for the transaction of the business shall be two (2) Directors.

13. Induction

13.1. The objective of the induction process is to provide Directors with a rapid and clear insight into the Group, keeping them abreast with development in the marketplace pertaining to the oversight function of Directors as well as understanding the sustainability issues relevant to the Group and its business, including climate-related risks and opportunities. This will enable the Directors to discharge their duties and responsibilities effectively.

13.2. Induction of Directors may include, but is not limited to, the followings:

- Furnishing of a copy of the previous Board minutes for at least the past six (6) months; the business/strategic plan, pertinent Management reports; profile of key competitors and relevant reports by management consultants on areas of Board

responsibilities;

- Visits to key sites; and

- A formal one (1) to two (2) day induction programme, including presentations from various divisions of the Company on their strengths, weaknesses and ambitions.

14. Evaluation of Board Performance

The Board through the NC evaluates the performance of the Board as a whole, the Board Committees, the Individual Directors and the Independence of the Independent Directors on an annual basis.

The evaluation criteria and processes are in accordance with the procedure that has been established, endorsed and approved by the Board following the recommendation made by the NC.

The Board evaluation process is carried out by way of peer assessment, in the form of evaluation questionnaires completed, reviewed and deliberated by the NC before its findings and recommendations are tabled to the Board.

The Evaluation process in respect of the Independence of the Independent Directors is carried out by way of peer assessment in the form of evaluation questionnaires and supported by an annual declaration by the respective Independent Director on his/her independence.

The Board's evaluation process also includes the evaluation of the performance of the Chairman of the Board, the Chairman of the AC, NC, RC and RMC.

The completed evaluation questionnaires are then reviewed and deliberated by the NC before its findings and recommendations are tabled to the Board.

The evaluation criteria and process shall be reviewed at least once every three (3) years or as and when there are new regulatory provisions in place to ensure those criteria remain relevant and appropriate.

15. Corporate Disclosure Policy

The Board has adopted the Guidance of Corporate Disclosure as set out under Bursa Securities' Corporate Disclosure Guide issued in September 2011.

The Corporate Disclosure Policy aims to strengthen the Board's commitments to good corporate governance and ensure that all stakeholders are provided with comprehensive, accurate and quality information on a timely and even basis.

16. Stakeholders Communication Policy

The Board has adopted a Stakeholders Communication Policy in respect of communicating with its shareholders. The Board shall ensure that the Group's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.

17. Code of Conduct and Business Ethics Policy, Ant-Bribery and Corruption Policy & Whistle Blowing Policy

The Board has adopted a Code of Conduct and Business Ethics Policy, Anti-Bribery and Corruption Policy & Whistle Blowing Policy to enhance the standards of Corporate Governance and Behaviour as a guide for the Directors and its employees from all levels.

18. Review

18.1 This Charter is approved by the Board of **INFOLINE TEC.**

18.2 The Board will review this Charter at least once every three years or as and when the need arises to ensure it remains consistent with the Board's objectives and responsibilities as well as keeping it up to date and relevant at all times.

19. Publication/Availability

A copy of this Charter is available from the Company's website: https://www.infolinetec.com.