EGH INTERNATIONAL BERHAD
Registration No. 202501050529 (1651937-K)

BOARD CHARTER

1. INTEPRETATION

"Act"	means Companies Act 2016.
"AGM"	means Annual General Meeting.
"EGHI" or "Company"	means EGH International Berhad.
"ARMC"	means Audit and Risk Management Committee of the Company.
"Board"	means the Board of Directors of the Company.
"Bursa Securities"	means Bursa Malaysia Securities Berhad.
"Chairman"	means the Chairman of the Board and is used in a gender neutral sense.
"Chief Financial Officer"	is defined in Rule 1.01 of Listing Requirements.
"Company Secretary"	means the Board secretary(ies) or the person(s) normally exercising the functions of a Board secretary.
"Director"	includes all independent and non-independent directors, executive and non-executive directors of the Group and shall also include alternate or substitute directors.
"EGM"	means Extraordinary General Meeting.
"GCEO"	means Chief Executive Officer of the Group.
"Group"	means EGH International Berhad and its subsidiaries.
"Independent Director"	is defined in Rule 1.01 of the Listing Requirements.

"Key Senior Management"	includes GCEO, Chief Operating Officer, Chief Financial Officer and C-suite Officers.
"Listing Requirements"	means ACE Market Listing Requirements of Bursa Securities.
"Management"	means Management Personnel of the Group.
"MCCG 2021"	means the latest Malaysian Code on Corporate Governance released in 2021.
"NC"	means Nomination Committee of the Company.
"RC"	means Remuneration Committee of the Company.
"Shareholders"	means the shareholders of the Company.

2. INTRODUCTION

This Board Charter sets out the principles for the operation of the Board and describes the functions of the Board and those functions delegated to Management of the Group.

The Board has primary responsibility to Shareholders for the welfare of the Company. The Board is responsible for guiding and monitoring the business and affairs of the Group. The Company recognises the importance of the Board in providing a sound base for good corporate governance in the operations of the Group.

This Board Charter incorporates the Principles and Practices of the MCCG 2021, as considered appropriate, Listing Requirements on corporate governance, certain aspects of the Company's Constitution and relevant portions of the Act insofar as the duties and responsibilities of Directors are concerned. This Board Charter is established to promote high standards of corporate governance and is designed to provide guidance and clarity for Directors and Management with regard to the role of the Board and its committees. This Board Charter does not overrule or pre-empt the statutory requirements and other relevant statutes. This Board Charter shall form an integral part of each Director's duties and responsibilities.

3. BOARD BALANCE AND COMPOSITION

3.1 The Board shall be of a size and composition with the benefit of diversity in perspectives, competencies, extensive experience, knowledge and skills to properly understand and deal with the current and emerging issues of the business of the Group. Thus, the Board acknowledges the importance to promote gender diversity.

3.2 The Company's Constitution allows for not less than two (2) and not more than twelve (12) Directors. Thus, the Board shall examine and determine its size periodically in relation to the effective running of the Group business.

3.3 Pursuant to Rule 15.02 of Listing Requirements, the Board shall comprise at least two (2) Directors or one-third (1/3), whichever is higher, of the Board of Directors who are Independent Directors. In the event of any vacancy in the Board, resulting in non-compliance with this requirement, the Board must ensure that the vacancy is filled within three (3) months.

3.4 The appointment of a new member to the Board is only made after consultation with the NC and it is of essence for the Board to ensure that high levels of professional skills and appropriate personal qualities are pre-requisites for such nominee.

Further, in identifying candidates for the appointment of Directors, the Board does not solely rely on recommendations from existing Board members, Management or major shareholders. The Board may utilise a variety of independent sources to identify suitably qualified candidates, as and when it considers necessary. If the selection of candidates was based on recommendations made by existing directors, Management or major shareholders, the NC should explain why these sources are sufficient and other sources were not used.

The criteria for the appointment (including re-election and/or re-appointment) of the Directors are guided by the Directors' Fit and Proper Policy.

3.5 The Board shall endeavour to achieve 30% female directors whenever a suitable female candidate is identified. The Board, through its NC, should take steps to ensure that woman candidates are sought as part of the recruitment exercise. Where the women representation on the Board is less than 30%, the Board should disclose the action it has taken or will be taking to achieve 30% or more and the timeframe to achieve this. A reasonable timeframe is three (3) years or less.

Notwithstanding the above, the Board shall, at all times, comprise at least one (1) female Director in accordance with the Listing Requirements.

3.6 The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority. It is the policy of the Board that the position of Chairman and the GCEO shall be held by different individuals.

3.7 The Board recognises the significant representation by Directors who are capable and willing to make business decisions and judgement in the best interest of the Group and free from influences which would give rise to conflict of interest with that duty and are also independent of management. The Board decision making process should be independent and objective.

3.8 The Board recognises the need for an appropriate balance between executive Directors, who possess extensive direct experience and expertise in the core business activities of the Group, and non-executive Directors, who have outstanding track records and reputation, and who are able to bring to the Board a broad range of general commercial expertise and experience.

3.9 Each Board member must not hold directorships at more than five (5) listed issuers.

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

4. ROLE OF THE BOARD

4.1 Shareholders elect the Board to oversee Management and to ensure that Shareholders' long-term interests are served. Through oversight, review and counsel, the Board establishes and promotes the Group's business and organisational objectives, provides leadership, oversees business affairs and integrity, works with Management to determine the Company's mission and long-term strategy.

4.2 The Board has delegated certain responsibilities to committees which operate in accordance with Board Charter approved by the Board and delegated the day to day management of the Business of the Group to Management and GCEO. The Board should, among others undertake the following:-

(i) Strategic planning - to review and approve strategies, business plans and key policies for the Group and monitor Management's performance in implementing them to determine whether the business is being properly managed;

(ii) Corporate goal - to set corporate values and clear lines of responsibility and accountability, including governance systems and processes that are communicated throughout the Group;

(iii) Compliance to regulation - to ensure full compliance and to carry out the duties of the Board in accordance with the relevant provisions of the Listing Requirements, the Capital Markets and Services Act 2007, the Act, the MCCG 2021 and all applicable laws, regulations and guidelines;

(iv) Independent and transparent - to ensure that there shall be unrestricted access to independent advice or expert advice at the Company's expense in furtherance of the Board's duties;

(v) Code of conduct - to formalise the ethical standards through a code of conduct which will be applicable throughout the Group and ensure compliance to this code of conduct;

(vi) Succession planning - to ensure that Management has the necessary skills and experience, has and there is a proper and robust succession plan for its Management and executive Directors in place. Succession planning refers to the process of selecting, training, appointing, monitoring, evaluating and if warranted, replacing any Management to ensure succession;

(vii) Management proposals - to review, challenge and decide on Management's proposals for the Group, and monitor its implementation by Management;

(viii) Judgmental timing - to ensure that the Board has adequate procedures in place to receive reports from Management periodically and / or on a timely manner, so that the Board has reasonable grounds to make proper judgement on financial matters and business prospects of the Group on an ongoing basis;

(ix) Financial and non-financial reporting - to ensure all its directors are able to understand financial statements and form a view of the information presented, and to ensure the integrity of the Group's financial and non-financial reporting. Each director shall read the financial statement of the Group and carefully consider whether what they disclose is consistent with the director's own knowledge of the Group's affairs;

(x) Related party management - to establish procedures to assess any related party transactions and any actual or potential conflict of interest situations that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of Management's integrity;

(xi) Board Committees - to establish and ensure the effective functioning and monitoring of the Board Committees and delegate appropriate authority and terms of reference to such committees established by the Board;

(xii) Board balance - to strive to achieve an optimum balance and dynamic mix of competent and diverse skillsets amongst the members of the Board;

(xiii) Governance culture - together with Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;

(xiv) Governance of sustainability - together with Management, takes responsibility for the governance of sustainability in the Group including setting the Group's sustainability strategies, priorities and targets; and

(xv) Stakeholder communication - to ensure that the Group has in place procedures to enable effective communication with stakeholders.

4.3 The Board will direct and supervise the Management, the business and affairs of the Group including, in particular:-

(i) Sustainability management - to review and adopt a strategic plan for the long-term value creation by taking into account the economic, environment and social considerations underpinning sustainability;

(ii) Performance management - to establish policies for strengthening the performance of the Group including ensuring that the Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;

(iii) Risk management - to identify principal risks, set the risk appetite within which the Board expects the Management to operate and ensure the implementation of appropriate systems to manage the significant financial and non-financial risks and to ensure there is a sound framework for internal controls and risk management;

(iv) Internal audit - to establish an internal audit function to obtain assurance of regular review and / or appraisal of the effectiveness of the system of internal controls within the Company and Group. The Board should explain in summary the means that exist for obtaining such assurance of regular review and / or appraisal;

(v) Internal control - to review the adequacy and integrity of the Group's internal control system and management information systems, including systems for complying with applicable laws, regulations, rules, directives and guidelines;

(vi) Debt repayment capacity - to decide on whatever steps necessary to protect the Company's and Group's financial position and the ability generate cash flow to meet its debts and other obligations when they fall due, and ensuring that such steps are taken; and

(vii) Law and regulations - to ensure that the operations of the Company and Group are conducted prudently and within the framework of relevant laws and regulations.

5. FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD'S DECISION

5.1 The Board reserves full decision-making powers on the following matters:-

- Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions;
- Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- Strategic investments, mergers and acquisitions and corporate exercises;
- Strategic business plans and budget;
- Succession Planning for Key Senior Management;
- Limits of authority;
- Risk management policies;
- Key human resource issues;
- Appointment of internal and external auditors and review of the financial statements;
- Financing and borrowing activities;
- Ensuring regulatory compliance; and
- Reviewing the adequacy and integrity of internal controls.

6. ROLE OF THE CHAIRMAN

6.1 The Chairman is responsible for instilling good corporate governance practices as well as carrying out an effective leadership role in the conduct of the Board and its relations with Shareholders and other stakeholders. The Chairman is primarily responsible for:-

- executive management of the Group's business covering, inter alia, the development of a strategic plan, an annual operating plan and budget, performance benchmarks to gauge the management's performance and the analysis of the management reports;
- developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved;

- providing leadership for the Board so that the Board can perform its responsibility effectively;
- representing the Board to shareholders and to chair and to ensure the efficient organisation and conduct of the Board and/or meeting of the Shareholders;
- setting the board agenda and ensuring that the Directors receive accurate and complete information in a timely manner;
- leading the board meetings and discussions;
- encouraging active participation and allow dissenting views to be freely expressed;
- managing the interface between Board and Management;
- ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- leading the Board in adoption and implementation of good corporate governance practices in the Group;
- ensuring the integrity of the governance process and issues;
- seek appropriate professional advice at the expense of the Company when he/she considers it necessary in the furtherance of his/her duties;
- guiding and mediating Board actions with respect to organisational priorities and governance concerns; and
- performing other responsibilities assigned by the Board from time to time.

6.2 The Chairman of the Board shall not be a member of the Board Committees.

7. ROLE OF THE GROUP CHIEF EXECUTIVE OFFICER

7.1 The position of the GCEO in essence is to ensure the effective implementation of the Group's strategic plan and policies established by the Board.

7.2 The GCEO, in association with the Chairman, is accountable to the Board for the achievement of the Group's mission, goals and objectives.

7.3 The GCEO has the authority to sub-delegate such authority and power to the senior management personnel as he or she may determine from time to time for the effective management and performance of the Group.

7.4 The GCEO is, with the support of senior management personnel, responsible the following:-

- assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing information to Directors on a timely basis;
- directing and controlling all aspects of the business operations in a cost-effective manner;

- effectively overseeing the human resources of the Group with respect to key positions in the Group's hierarchy and recruitment of senior management personnel, determination of remuneration as well as terms and conditions of employment for senior management personnel and issues pertaining to discipline;
- assessing business opportunities which are potentially benefit to the Company and the Group;
- set, review and ensure compliance with the Company's core values;
- bringing material matters to the attention of the Board in an accurate and timely manner;
- ensuring that the Group's Financial Reports present a true and fair view of the Group's financial condition and operational results and are in accordance with the relevant accounting standards;
- regularly reviewing the heads of divisions and departments who are responsible for all functions contributing to the success of the Group;
- managing key business risks that evolve or arise from time to time, so as to mitigate financial loss or reputational damage to the Group;
- assuring the Group's corporate identity, products and services are of high standards and are reflective of the market environment;
- be one (1) of the official spokespersons for the Company and responsible for regulatory, governmental and business relationships;
- ensuring compliance with governmental procedures and regulations;
- coordinating business plans with the businesses heads, coordinating management issues through the Board, and overseeing divisional function groups and cost containment process in consultation with the Chief Financial Officer;
- promoting a high degree of corporate governance and ethics across the Group; and
- maintaining and facilitating a positive working environment and good employee relations.

In discharging the above responsibilities, the GCEO can delegate appropriate functions to the senior management personnel, who shall report directly to the GCEO.

8. ROLE OF INDEPENDENT DIRECTORS

8.1 Independent Directors are those who have no direct or indirect pecuniary interest in the Company other than the remuneration for their services as members of the Board and Board Committees of the Company and the Group as defined under Rule 1.01 of the Listing Requirements;

8.2 The role of Independent Directors is to constructively scrutinise and develop proposals on strategy include, inter alia:-

- to make independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competence, to provide independent view and demonstrate

objectivity in reviewing and challenging the Management's proposals at meetings;

- to bring impartiality and scrutiny to Board's deliberations and decision-making and also serve to stimulate and constructively challenge the Senior Management in an objective manner;
- to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes, so as to keep abreast of industry issues, market development and trends; and enable them to sustain their active participation in board deliberations; and
- act as a channel of communication between Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.
- to ensure that there are adequate systems, controls and check and balance to safeguard the interest of the Group and all stakeholders;
- to approach any approval that is being sought at Board level for a transaction or any matter with a watchful eye and with an inquiring mind since an Independent Director has no conflict of interests in the discharge of his duties.

8.3 Independent Directors shall meet among themselves at least annually to discuss among others strategic, governance and operational issues.

9. ROLE OF INDIVIDUAL DIRECTORS

9.1 A Director shall exercise his powers in good faith and in the best interest of the Group.

9.2 A Director shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by the virtue of his position to gain, whether directly or indirectly, improper advantage for himself or for any other persons or to cause detriment to the Group.

9.3 A Director shall avoid conflicts of interest and shall, as soon as practicable after the relevant facts have come to his knowledge, declare the nature and extent of any conflict of interest or potential conflict of interest including interest in any competing business that he or she has with the Group at a meeting of the directors of the Group. All Directors shall provide the Company notice of such events and matters relating to him that may be necessary or expedient for the Group and its officers to comply with the requirements of the Act and Listing Requirements.

9.4 All Directors are expected to have an attendance rate of at least 50% attendance of total Board meetings in any applicable financial year pursuant to the Listing Requirements.

10. TENURE OF INDEPENDENT DIRECTORS

10.1 In line with the MCCG 2021, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9)-year period, an Independent Director may continue to serve on the Board subject to the Director's re-designation as Non-Independent Director. Alternatively, the Board may, in exceptional cases and subject to the assessment of the NC on an annual basis, recommend for an Independent Director who has served a cumulative term of nine (9) years to remain as an Independent Director subject to valid justification and annual shareholders' approval through a two-tier voting process.

Tier 1: Only the large shareholder(s) of the Company votes; and
Tier 2: Shareholders other than large shareholder(s) votes.

Large shareholder(s) means a person who –

(a) is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company;
(b) is the largest shareholder of voting shares in the Company;
(c) has the power to appoint or cause to be appointed a majority of Directors of the Company; or
(d) has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give such effect to such decisions or cause them to be given effect to.

The decision for the resolution is determined based on the simple majority of votes of Tier 1 and a simple majority of votes of Tier 2. The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. The resolution is deemed defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.

Notwithstanding the above, an Independent Director who has served a cumulative term of twelve (12) years and above must resign or be re-designated as a Non-Independent Director.

11. BOARD PROCEEDINGS

Board meetings shall be conducted in a business-like manner where all Directors are encouraged to share their views and partake in discussions. No one person should dominate the discussion. The Chairman, assisted by the Company Secretary, shall play a mediator's role to maintain the order of the proceedings in a constructive, productive and effective manner.

11.1 Board Meeting and Frequency

11.1.1 The Board shall meet regularly, at least on a quarterly basis. Special Board meetings shall be held in addition to the quarterly meetings

as and when required. Prior notice of meetings will be given to all who are required to attend the meetings.

11.1.2 The quorum for Board meetings shall be two (2).

11.1.3 The Chairman of the Board, or in his absence, a Director from amongst the Board members appointed shall preside as Chairman of the meeting.

11.1.4 Board members are required to attend the Board meetings and attendance of each individual Director in the meetings held in a financial year is required to be disclosed in the Annual Report.

11.1.5 Any Director who has a direct or deemed interest in the subject matter to be deliberated, must abstains from deliberation and voting on the same during the meeting.

11.1.6 Other senior officers may be invited to attend 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.

11.1.7 Additional formal business is dealt with as required, whether by physical, videoconferencing or telephonic meetings, as well other electronic meetings allowed under the laws or the Company's Constitution.

11.1.8 All resolutions, attendance, transactions quorums and votes obtained through electronic means shall be deemed valid and effective unless it contravenes the requirements of relevant statutes and regulations.

11.1.9 In accordance with the Constitution of the Company, the Directors may participate at a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation at the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors at 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.

11.2 **Agenda and Meeting Papers**

11.2.1 The notice of a Directors' meeting shall be given in writing at least seven (7) days prior to the meeting except in the case of an emergency.

11.2.2 The agenda shall include, amongst others, 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.

11.2.3 As a matter of best practice and to allow ample time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least seven (7) days prior to the meeting or such other period as deemed appropriate by the Board. It is recommended that where there is a need to table a report, a brief listing of findings and/or recommendations is prepared.

11.3 **Minutes**

11.3.1 The Board shall record its deliberation, in terms of the issues discussed, including any dissenting views and if any Director had abstained from voting or deliberation on a particular matter, and the conclusion thereof in discharging its duties and responsibilities. The minutes of Board meetings shall be prepared in a timely manner.

11.4 **Access to Information and Independent Professional Advice**

11.4.1 All Directors (executive and non-executive) have the same right of access to all information within the Group whether as a full board or in their individual capacity, in furtherance of their duties and responsibilities as Directors of the Company, subject to a formal written request to the Chairman furnishing satisfactory and explicit justification for such request.

11.4.2 All information and documentation received by the Board from the Company shall be treated as confidential, unless otherwise expressly decided by the Board and in accordance with the relevant laws, requirements and Listing Requirements.

11.4.3 All Directors shall have access to the advice and services of the Company Secretary. The Board shall recognise that the Chairman is entitled to the strong and positive support of the Company Secretary in ensuring the effective functioning of the Board.

11.4.4 The Board or in their individual capacity, in furtherance of their duties, shall be able to obtain an independent professional advice at the Company's expenses subject to the prior approval of the Chairman. The cost of the advice will be reimbursed by the Company but the Director will ensure, so far as is practicable, that the cost is reasonable.

12. COMPANY SECRETARY

12.1 The appointment and removal of the Company Secretary is a matter for the Board as a whole.

12.2 The Company Secretary shall be suitably qualified, competent and capable of carrying out the duties required of the post.

12.3 The key role of the Company Secretary is to provide unhindered advice and services for the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance. Other primary responsibilities of the Company Secretary shall include but not limited to the following:-

- preparing agendas and coordinating the preparation of the Board papers;
- ensuring that Board procedures and applicable rules are observed;
- maintaining records of the Board and ensuring effective management of the Company's records;
- preparing comprehensive minutes to document Board proceedings and ensuring conclusions are accurately recorded;
- assisting the communications between the Board and Management;
- advising the Board on its roles and responsibilities;
- facilitating the orientation of new Directors and assisting in Director training and development;
- advising the Board on corporate disclosures and compliance with company and securities regulations and Listing Requirements;
- managing processes pertaining to the annual shareholders' meeting;
- monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
- serving as a focal point for stakeholders' communication and engagement on corporate governance issues; and
- providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time.

13. BOARD COMMITTEES

13.1 The Board reserves the right to establish Board Committees from time to time in the discharge of its duties and responsibilities. The existence of the Board Committees does not diminish the Board's responsibilities for the affairs of the Group where the delegation of power shall be subjected to the approved terms of references and are in accordance with this Board Charter.

13.2 Where a Board Committee is formed, specific terms of reference of the Board Committee would be established to serve as a guidance note which covers matters such as the purpose, composition and functions of the Board Committee.

13.3 A number of standing committees with written terms of reference has been established namely the following:-

a) Audit and Risk Management Committee

The ARMC assists and supports the Board's responsibility of overseeing the Group's operation by providing a means for review and monitoring of the integrity of the Group's financial reporting processes, internal control system, its audit process as well as compliance with legal and regulatory matters, its own code of business conduct and such other matters that may be specifically delegated to the ARMC by the Board from time to time. The ARMC reviews the quarterly interim financial reports, unaudited and audited financial statements, internal and external audit reports as well as related party transactions. Hence, the ARMC shall provide assurance to the Board with quality and reliable financial information and are responsible for the accuracy and integrity of the Group's financial reporting.

The ARMC oversees the identification, monitoring and control of all risks faced by the Group. The ARMC also responsible for reviewing and recommending risk management policies and strategies for the Group and assists the Board in fulfilling its oversight responsibility in risk management.

The ARMC shall review related party transactions and conflict of interest situations that arose, persist or may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity and measures taken to resolve, eliminate or mitigate such conflicts.

b) Nomination Committee

The NC oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors as well as the annual assessment of the effectiveness of the Board as a whole, its committees and the contribution of each individual Director. The NC also reviews and recommends to the Board corporate governance principles to be implemented for the Group, in compliance with MCCG 2021.

c) Remuneration Committee

The RC is primarily responsible for recommending to the Board the remuneration packages of Chairman, GCEO, executive Directors, non-executive Directors and C-suite level executive officers in all its forms, drawing from outside advice if necessary. Part of the role of the RC is to advise the Board on the remuneration policies and practices generally and the remuneration arrangements were deemed

as appropriate. The remuneration of executive Directors shall be recommended by the RC with the individual Director concerned abstaining from discussing his individual remuneration. The amount of remuneration payable shall be determined with reference to corporate and individual performance of executive Directors.

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

14. INVESTOR RELATIONS AND SHAREHOLDERS' COMMUNICATION

14.1 The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with its Shareholders, stakeholders and the general public.

14.2 It is the role of the Board to ensure that the general meetings of the Company are conducted in an efficient manner and serves as a crucial mechanism 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 general meetings.

14.3 The Board will focus its efforts on the following best practices to enhance the effectiveness of the general meeting:-

- ensuring that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;
- for election and re-election of Directors, ensuring that the notice of meeting state which Directors are standing for election with a brief description to include matters such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in board committee and the fact that a particular Director is independent;
- ensuring that the Chairman provides reasonable time for discussion at the meeting. Where appropriate and if required, the Chairman will also undertake to provide written answer to any significant question which cannot be answered immediately;
- all Directors shall commit to attending all general meetings in order to facilitate meaningful engagement with shareholders. The Chair of the Board Committees shall address any questions and concerns raised by the shareholders within their respective areas of responsibility;
- conducting a business presentation with a question and answer session, where appropriate and if required; and

- ensuring that the conduct of general meeting (physical or hybrid) support meaningful engagement between the Board, senior management and shareholders. This includes having in place the required infrastructure and tools to support among others, a smooth broadcast of the general meeting and interactive participation by shareholders. Questions posed by shareholders will be made visible to all meeting participants during the meeting itself.

14.4 The GCEO shall take responsibility for addressing queries from shareholders, stakeholders, analysts and press at all times In the performance of this responsibility, the GCEO shall be mindful of the regulatory requirements pertaining to price sensitive information.

14.5 The Minutes of the AGM/EGM shall be made available to the shareholders on the Company's website no later than thirty (30) business days after the convening of AGM/EGM.

14.6 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and adopts an open and transparent policy in respect of its relationship with its shareholders and investors.

14.7 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders and analysts with an overview of the Group's performance and operations in addition to the various announcements made during the year.

14.8 The Company's website, https://ecogroup.com.my/ provides easy access to corporate information pertaining to the Group and its activities and is continuously updated.

15. INDUCTION PROCESS AND CONTINUOUS TRAINING

15.1 The objective of the induction process 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.

15.2 Induction of Directors may include, but not limited to, the following:-

- 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 significant reports by management consultants on areas of board responsibilities, where available;
- Board Charter;
- Terms of Reference of Board Committees (if applicable)

- Code of Conduct and Ethics;
- Anti-Bribery and Anti-Corruption Policy;
- Whistleblowing Policy; and
- a formal one (1) to two (2) day induction programme, including the elements above, and also presentations from various divisions on their strengths, weaknesses and ambitions.

15.3 All new Directors appointed to the Board shall participate in the Mandatory Accreditation Programme Part I pursuant to the Listing Requirements, if he/she has not attended before, and undertake an induction program facilitated by Management to assist them in fulfilling their duties and responsibilities.

All Directors shall ensure that they will participate Mandatory Accreditation Programme Part II within the prescribed timeframe in accordance with the Listing Requirements.

15.4 Directors are expected to undertake any necessary professional education or training program to enhance their skills and knowledge on relevant new laws and regulations and to keep abreast of the changing business environment within which the Group operates so as to enable them to discharge their duties.

15.5 The Board assisted by the NC, shall on continuous basis assess, evaluate and determine the training needs of the Directors and disclose in the annual report the trainings attended by the Directors. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

16. DIRECTORS' EXTERNAL COMMITMENTS AND CONFLICT OF INTEREST

16.1 The Company's Constitution stipulates that a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his interest in accordance with the provisions of the Act. The Director concerned shall not participate in deliberations and shall abstain himself from voting in any matter arising thereof.

16.2 A Director should inform the Chairman before he/she accepts any new directorships in public listed companies and other companies which may give rise to potential conflict of interest.

16.3 Should there be an actual, potential or perceived conflict of interest between the Company/Group or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, or a related company, the Director involved shall make full disclosure and act honestly in the best interest of the Company.

16.4 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.

16.5 For the purpose of the above-mentioned paragraphs, the directors shall perform an annual self-declaration on independence (in respect of those who are Independent Directors) and conflict of interest for the Group's records.

17. CORPORATE DISCLOSURES

The Board shall have relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness of information disclosed. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the Listing Requirements.

The Company shall consider the use of information technology in communicating with stakeholders, including a maintaining a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter, Term of Reference of the Board Committees and the Annual Report of the Company.

The Board appoints the GCEO to speak on behalf of the Group 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.

18. WHISTLEBLOWING POLICY

To enhance corporate governance practices across the Group, a Whistleblowing Policy has been adopted. This policy provides Directors, officers, employees and stakeholders of the Group with an avenue to report suspected improprieties such as illegal or unlawful conduct, contravention of the Group's policies and procedures, acts endangering the health or safety of any individual, public or employee, and any act of concealment of improprieties.

The aim of this policy is to encourage the reporting of such matters in good faith, with the assurance that, to the extent possible, the person filing the report be protected from reprisal, victimisation, harassment or subsequent discrimination.

The Whistleblowing Policy is available on the Group's website, https://ecogroup.com.my/

19. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

The Board shall ensure the implementation of a sustainable anti-corruption and anti-bribery programme within the Company and the Group. This includes compliance with the Anti-Bribery and Anti-Corruption Policy and allocation of adequate resources to implement the said programme. The Anti-Bribery and Anti-Corruption Policy is available on the Group's website, https://ecogroup.com.my/.

20. CODE OF CONDUCT AND ETHICS

The Board has formalised Code of Conduct and Ethics and commit to ethical values through the maintenance of a Code of Conduct and Ethics and ensure the implementation and compliance with the Code of Conduct and Ethics.

21. OTHER MATTERS

The Board Charter serves to delineate the mission, structure, scope and functions of the Board and duties of the directors. The Board Charter complements the Company's Constitution and the duties required by legislation and regulatory bodies, and do not replace the said requirements. Where ambiguity and/or contradiction arises, the Company's Constitution, legislation and the regulations shall prevail over the contents of the Board Charter. The provisions of this Charter are subject to such revisions by way of modification, addition or otherwise as the Company may from time to time consider fit.

22. PERIODIC REVIEW

This Board Charter was first adopted on 22 December 2025 and will be reviewed once every two (2) years or as and when necessary. The Board Charter shall be made available on the Company's website.

The Board Charter was reviewed and approved by the Board of Directors on 22 December 2025.