

**SPB DEVELOPMENT BERHAD**

**BOARD CHARTER**

**1. INTRODUCTION**

- 1.1 The Board of Directors ("**Board**") of SPB Development Berhad ("**Company**") believes that good corporate governance is essential for delivering sustainable value to its shareholders and stakeholders.
- 1.2 The Board acts as an effective check and balance mechanism in overseeing the overall management of the Company and its subsidiaries ("**Group**").
- 1.3 In adhering to the responsibilities set out in this Board Charter, Board members are expected to perform their duties with integrity, honesty and in a professional manner in serving the interests of its shareholders and stakeholders.
- 1.4 This Board Charter ("**Board Charter**") serves as a reference point to provide insight into the Board's fiduciary duties, governance structure, authority, terms of reference ("**TOR**") of the Audit and Risk Management Committee ("**ARMC**"), Nominating Committee ("**NC**"), Remuneration Committee ("**RC**") and any other committees deemed necessary by the Board (collectively known as the "**Board Committees**") and senior management ("**Senior Management**") of the Company.

**2. OBJECTIVES**

- 2.1 The Board is fully committed to maintaining a high standard of corporate governance throughout the Group for long-term sustainable business growth and the protection and enhancement of shareholders' value.
- 2.2 The objectives of this Board Charter are to ensure that all Board members acting collectively on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of the Company.
- 2.3 This Board Charter serves as a comprehensive guide for prospective or new Board members and Senior Management to understand their roles and responsibilities and the commitment of time and contribution expected of them.
- 2.4 This Board Charter sets out the standard and principles governing the Board processes and outlines the roles, functions and responsibilities of the Board in accordance with the authority conferred by, amongst others:
- (a) the Main Market Listing Requirements ("**MMLR**") issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**");
  - (b) the Capital Markets and Services Act 2007 ("**CMSA**");
  - (c) the Companies Act 2016 ("**CA**");
  - (d) the Malaysian Code on Corporate Governance ("**MCCG**") issued by the Securities Commission Malaysia;
  - (e) the provisions of the Constitution of the Company; and
  - (f) applicable laws, regulations and guidelines.
- 2.5 This Board Charter is not an "all inclusive" document and should be read as a broad expression of principles and shall constitute and form an integral part of each Director's duties and responsibilities.

### **3. BOARD STRUCTURE AND COMPOSITION**

- 3.1 As stipulated under Section 211 of the CA, the business and affairs of the Group must be managed by, or under the direction of, the Board. Hence, the Company is led and controlled by the Board which assumes overall responsibility for corporate governance, strategic direction and investments made by the Group.
- 3.2 The Board should comprise Directors with a diverse set of skills, knowledge, expertise, professional experiences and backgrounds to effectively discharge the Board's roles and responsibilities for the benefit of the Group and its business.
- 3.3 The Board is led by a Chairman who is responsible for instilling good governance practices, leadership and effectiveness of the Board.
- 3.4 The positions of Chairman and Chief Executive Officer ("**CEO**") are to be held by different individuals. The Chairman should be leading the Board in its collective oversight of management, while the CEO focuses on business and day-to-day operation of the Group.
- 3.5 The Chairman of the Board should not be a member of the ARMC, NC or RC.
- 3.6 The Board shall comprise a minimum of two (2) members and a maximum of fifteen (15) members, as nominated by the NC (unless otherwise determined by ordinary resolution at a general meeting).
- 3.7 At least half of the Board shall comprise Independent Non-Executive Directors ("**INEDs**") and 30% of the Board shall be women. In the event of any vacancy in the Board resulting in non-compliance with the above, the Company must fill in the vacancy within three (3) months.
- 3.8 Each appointed Board member shall hold office until the earlier of:
- (a) such time as the Board determines to terminate his/her appointment; or
  - (b) the Board member ceases to be a member of the Board.
- 3.9 The tenure of an INED should not exceed a cumulative term of nine (9) years. Upon completion of nine (9) years, an INED may continue to serve on the Board as a Non-Independent Non-Executive Director ("**NINED**").
- 3.10 The Board may, subject to the assessment of the NC on an annual basis, recommend the retention of such Director as an INED, subject to valid justification and approval of the Company's shareholders at an Annual General Meeting ("**AGM**") through a two-tier voting process as guided by the MCCG as follows:
- 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.

- 3.11 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.
- 3.12 The Board will undertake a rigorous review to determine whether the “independence” of the Director has been impaired to justify retaining an INED beyond the cumulative term limit of nine (9) years. Findings from the review shall be disclosed to the shareholders for them to make an informed decision.
- 3.13 The Group is governed by and operates in accordance with the provisions of the MMLR and the MCCG. Accordingly, the Board and the NC takes into consideration the provisions set out therein in assessing independence of the INED.
- 3.14 The INED must be independent of management and free from any business or other relationship which could interfere with the exercise of business judgement or the ability to act in the best interests of the Group. Therefore, the Board with assistance from the NC undertakes to carry out annual assessment of the independence of its INED and focus beyond the INED’s background, economic and family relationships and consider whether the INED can continue to bring independent and objective judgement to board deliberations.
- 3.15 The Executive Directors are responsible for implementing policies of the Group, overseeing the Group’s operations and developing the Group’s business strategies established by the Board.
- 3.16 Any of the Directors from the Board must not hold more than five (5) directorships in public listed companies at any one time subject to amendment(s) that may be made to this limitation by Bursa Securities from time to time. Before accepting any new directorship, a Director shall first notify the Chairman of the Board and the notification shall include an indication of time that the said Director will spend vis-à-vis the new appointment.
- 3.17 The Board shall, from time to time, examine its size and composition as well as the impact of its number and diversity, on the effectiveness of the Board.

#### **4. DUTIES AND RESPONSIBILITIES OF THE BOARD**

- 4.1 The Board is charged with leading and managing the Group in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Group. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Group are managed.
- 4.2 Duties of the Board include establishing the corporate vision and mission, as well as the philosophy of the Group, setting the aims of the management and monitoring the performance of the Senior Management.
- 4.3 The Board shall exercise diligence for a proper purpose and avoid undeclared conflict of interest situations.
- 4.4 The Board assumes, amongst others, the following duties and responsibilities:
- (a) strategic planning – to review and approve strategies, business plans and key policies for the Group and monitor Senior Management’s performance in implementing them, taking into account the sustainability and long-term value creation of the Group’s business and strategic direction, with attention given to the economic, environmental, social considerations underpinning sustainability and governance aspects of the business;
  - (b) corporate goal – to set corporate values and clear lines of responsibility and accountability, including governance systems and processes that are communicated throughout the Group;

- (c) compliance with regulatory requirements – to ensure full compliance and to carry out the duties of the Board in accordance with the relevant provisions of the MMLR, the CMSA, the CA, the MCCG and all applicable laws, regulations and guidelines;
- (d) sustainability governance – to adopt a sustainability policy as oversight on environmental, social and governance (“**ESG**”) strategy of the Group and strategic management of material ESG-related risks and opportunities in order to ensure the Group remains resilient and is able to meet sustainability goals and maintain the confidence of its stakeholders;
- (e) tax corporate governance – to ensure that the tax corporate governance framework is effective and implemented in order to manage tax matters systematically, promote tax compliance and reduce the incidents of non-compliance on tax matters;
- (f) 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;
- (g) 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;
- (h) succession planning – to ensure that the Company has a proper and robust succession plan for its Senior Management and Directors. Succession planning refers to the process of selecting, training, appointing, monitoring, evaluating and if warranted, replacing any Senior Management and Directors to ensure succession;
- (i) resource allocation – to review and approve proposals for the allocation of capital and other resources within the Group;
- (j) judgemental timing – to ensure that the Board has adequate procedures in place to receive reports from Senior 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;
- (k) financial authorisation – to approve the Company’s annual reports and unaudited periodic financial statements as required by the relevant regulators and authorities including, but not limited to, other published financials and materials as well as significant statements issued to shareholders;
- (l) related party management – to establish procedures to assess any related party transactions or conflict of interest situations that may arise within the Company or the Group, including any transaction, procedure or course of conduct that raises questions of management integrity;
- (m) Board Committees – to establish and ensure the effective functioning and monitoring of the Board Committees then to delegate appropriate authority and TOR to such committees established by the Board;
- (n) Board balance – to strive to achieve an optimum balance and dynamic mix of competent and diverse skillsets amongst the members of the Board;
- (o) governance culture – together with the Senior Management, promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour; and
- (p) stakeholders communication – to ensure that the Group has in place procedures to enable effective communication with stakeholders.

4.5 The Board will direct and supervise the Senior Management in operating the business and affairs of the Company including, in particular:

- (a) sustainability management – to review and adopt a strategic plan for the long-term value creation and includes strategies on economic, environment and social considerations;
- (b) performance management – to establish policies for strengthening the performance of the Company including ensuring that the Senior Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- (c) risk management – to identify principal risks, set the risk appetite within which the Board expects the Senior Management to operate, and ensuring there is a sound framework for internal controls and risk management together with the implementation of appropriate systems to manage the significant financial and non-financial risks;
- (d) internal audit – to 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 ARMC. The Board should obtain assurance of regular review and/or appraisal of the effectiveness of the system of internal controls within the Company and the Group. The Board should explain in summary the means that exist for obtaining such assurance of regular review and/or appraisal;
- (e) 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;
- (f) debt repayment capacity – to decide on the steps necessary to protect the Company's and the Group's financial position and the ability to generate cash flow in meeting its debts and other obligations when they fall due, and ensuring that such steps are taken; and
- (g) laws and regulations – to ensure that the operations of the Group are conducted prudently and within the framework of relevant laws and regulations.

## **5. ROLES OF THE CHAIRMAN, CEO, CFO, COO AND DIRECTOR**

### **5.1 Roles of the Chairman**

- (a) The Chairman of the Board shall be appointed by the Board and may hold an executive office within the Company. However, the position of the Chairman and CEO must be held by different individuals.
- (b) In the absence of the Chairman and/or an appointed deputy in any meeting, the remaining present members shall elect one of themselves to chair the meeting in accordance with the provisions set out in the Constitution of the Company.
- (c) The responsibilities of the Chairman include, but are not limited to, the following:
  - (i) providing leadership to the Board in setting the direction and policies of the Group and run the Board effectively with the assistance of the Board Committees and Senior Management;
  - (ii) chairing board meetings and discussions and ensure efficient and effective conduct of the Board meetings and discussions;
  - (iii) leading the Board in the adoption and implementation of good corporate governance practices in the Group;
  - (iv) setting the Board meetings agenda, ensuring that Board members receive complete and accurate information in a timely manner and ensuring adequate time is allocated for discussion of issues tabled to the board for deliberation;

- (v) supporting and guiding Senior Management in achieving corporate objectives;
- (vi) encouraging active participation and allowing dissenting views to be freely expressed;
- (vii) advising the Board of good investor relation with effective communication on the Group's performance and strategic plans;
- (viii) representing the Board to shareholders and managing the interface between the Board and the Senior Management;
- (ix) maintaining regular dialogue with the CEO on overall operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;
- (x) ensuring that all Directors look beyond their executive function and accept their share of responsibilities in good corporate governance; and
- (xi) performing other responsibilities assigned by the Board from time to time and ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

## **5.2 Roles of the CEO**

The position of the CEO, in essence, is to ensure the effective implementation of the Group's business plan and policies established by the Board as well as to manage the daily conduct of the business and affairs to ensure its smooth operation. The position reports directly to and shall be subject to the control of the Board. The responsibilities of the CEO include, but are not limited to, the following:

- (a) business direction – to steer and direct the business of the Group's core operations as well as its various investments to ensure maximum financial return through synergetic application and implementation of the Group's business model and branding;
- (b) strategic planning – to develop, implement and monitor strategies that incorporate leading business thinking and best practices from all industries and sectors to advance the Group business;
- (c) sustainability strategies – to lead in setting the Group's sustainability strategies, priorities and targets and to drive the strategic management of the Group's material sustainability matters;
- (d) succession planning – to effectively oversee the human resources of the Group with respect to key positions in the Group's hierarchy and recruitment of Senior Management staff, determination of remuneration as well as terms and conditions of employment for Senior Management and issues pertaining to discipline;
- (e) business development – to explore new business opportunities within the supply chain and related industries using the Company's size and strength as leverage;
- (f) corporate culture – to cultivate a strong, positive and unique culture exists throughout the Group to become a strategic advantage to the Group;
- (g) human resource – to select and appoint key staff as well as responsible for ensuring high competency, productivity and performance through performance management and professional development;
- (h) financial responsibilities – to achieve industry-leading financial results through strong and sustainable revenue as well as market share growth;
- (i) stakeholders management responsibilities – to provide and maintain ongoing engagement and communication with shareholders, public, media, government bodies

and other stakeholders in order to build trust and understanding between the Group and its stakeholders;

- (j) customer responsibilities – to improve customer experience through the Group’s branding growth and achieve revenue and profitability growth; and
- (k) Board balance – to assist 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.

### **5.3 Roles of the Chief Financial Officer (“CFO”)**

- (a) The primary role of the CFO is to support the CEO in ensuring the development and execution of strategies to enhance sustainable shareholder value. The responsibilities of the CFO include, but are not limited to, the following:
  - (i) to ensure the accuracy and completeness of the Company’s financial statements and full compliance with all laws and regulations in all jurisdictions in which the Group operates;
  - (ii) to act in good faith and promote the long-term success of the Group for the benefits of the stakeholders;
  - (iii) to challenge and contribute constructively to Board decision making, using the skills and experience he possesses as the CFO;
  - (iv) to provide effective day-to-day oversight of the Group’s operations, controls and financial performance
  - (v) to develop and oversee the financial activities, plans and strategies of the Group aligned with the Group’s organisational vision; and
  - (vi) to shape portfolio strategies, undertake major investment and financing decisions, and communicating with key stakeholders.

### **5.4 Roles of the Chief Operating Officer (“COO”)**

- (a) The responsibilities of the COO include, but are not limited to, the following:
  - (i) to maintain and direct the daily operations of the business, including coordinating with human resources, sales, marketing, and other departments;
  - (ii) to assist with CEO in setting and driving organisational vision, operations strategy and hiring levels;
  - (iii) to translate strategy into actionable steps for growth, implementing organisation-wide goal setting, performance management, and annual operations planning;
  - (iv) to oversee company operations and employee productivity;
  - (v) to ensure effective recruiting, onboarding, professional development, performance management, and retention; and
  - (vi) to ensure compliance with relevant laws and regulations and take appropriate action when necessary.

### **5.5 Roles of Individual Directors**

- (a) A Director shall exercise his powers in good faith and in the best interest of the Group.
- (b) 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.

- (c) 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 of his interest 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 Company and its officers to comply with the requirements of the CA.

## **5.6 Roles of Executive Directors**

- (a) The Board will link the Group's governance and management functions through the Executive Directors.
- (b) All Board authority conferred on the Senior Management is delegated through the Executive Directors so that the authority and accountability of the Senior Management is considered to be the authority and accountability of the Executive Directors so far as the Board is concerned.
- (c) The Board shall together with the Executive Directors set directions and/or guidelines to achieve the Group strategic intents. This will usually take the form of an annual budget under which the Executive Directors are authorised to make any decision and take any action within their authority, directed at achieving the Group's Vision and Mission.
- (d) The Executive Directors are expected to keep the Board informed on all important matters affecting the Group.
- (e) Only decisions of the Board acting as a body are binding on the Executive Directors. Decisions or instructions of individual Directors, officers or committees are not binding except in those instances where specific authorisation is given by the Board.
- (f) The Executive Directors, in association with the Chairman, is accountable to the Board for the achievement of the strategic intents set by the Board and the Executive Directors are accountable for the observance of the implementation.
- (g) The Executive Directors are expected to act within all specific authorities delegated to them by the Board.
- (h) The Executive Directors are expected not to cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics.
- (i) The Executive Directors are expected not to cause or permit any action without taking into account the health, safety, environment and political consequences and their effect on long-term shareholder value.
- (j) The Executive Directors are expected not to cause or permit any action that is likely to result in the Group becoming financially embarrassed.
- (k) The assets of the Group are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In particular, the Group must be operated with a comprehensive system of internal control, and assets of funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to the Company's external auditors.
- (l) The Executive Directors are expected not to permit employees ("**Employees**") and other parties working for the Company to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe.
- (m) The Executive Directors are expected not to cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of the Business and are proportional to the extent that the contribution in question has furthered such purposes.



### **5.7 Roles of Independent Non-Executive Directors**

- (a) INEDs are persons of competence and credibility who have the necessary skills and experiences to bring an independent judgement to bear on the issues of strategy, performance and resources, including key appointments, resource management, risk management and standards of conduct.
- (b) INEDs are not engaged in the day-to-day management of the Group and are expected to provide independent judgement, experience and objectivity without being subordinated to operational considerations. They help to ensure that the interests of all shareholders are indeed taken into account by the Board and adequately protected and that the relevant issues are subjected to objective and impartial consideration by the Board.
- (c) INEDs are expected to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes as well as keep abreast of industry issues, market development and trends to enable them to sustain their active participation in Board deliberations.
- (d) INEDs act as a channel of communication between Senior 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.
- (e) The NC and the Board regularly assess the independence of the INEDs taking into consideration, among others, a Director's background and current activities as well as whether the Director can act independently of Senior Management. In this regard, a Director is considered to be independent where they are independent of Senior Management and free from any business or other relationship that could materially interfere with the exercise of their unfettered and independent judgement.

### **5.8 Roles of Senior Independent Non-Executive Directors**

- (a) The Board may appoint a Senior INED to whom concerns of Directors and shareholders pertaining to the Group may be conveyed if there are reasons that contact through normal channel with the Chairman or the CEO have failed to resolve them.
- (b) The roles and responsibilities of the Senior INEDs include but not limited to the following:
  - (i) ensure all INEDs have an opportunity to provide input on the agenda, and advise the Chairman on the quality, quantity and timeliness of the information submitted by the Senior Management that is necessary or appropriate for the INEDs to perform their duties effectively;
  - (ii) consult the Chairman regarding Board meeting schedules to ensure the INEDs can perform their duties responsibly and with sufficient time for discussion of all agenda items;
  - (iii) serve as the principal conduit between the INEDs and the Chairman and/or the CEO on sensitive issues, for example issues that arise from whistleblowing;
  - (iv) serve as a designated contact for consultation and direct communication with shareholders and other stakeholders on areas that cannot be resolved through the normal channels of contact with the Chairman and/or the CEO;
  - (v) lead the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman are independently assessed; and
  - (vi) provide leadership support and advice to the Board in the event the Board is undergoing a period of stress.

**5.9 Roles of Non-Independent Non-Executive Directors**

- (a) NINEDs will be active in areas which enable them to relate to the strategies of the Group and to make a meaningful contribution to the Board's deliberations.
- (b) The roles and responsibilities of the NINEDs include but not limited to the following:
  - (i) meet among themselves at least annually to discuss among others, strategic, governance and operational issues;
  - (ii) participate in Board meetings to give opinion on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;
  - (iii) take the lead where potential conflicts of interests arise regarding matters in which the specific interests of the Senior Management and the wider interests of the Group are involved;
  - (iv) serve on the NC and/or RC, if invited; and
  - (v) scrutinise the Group's performance in achieving agreed corporate goals and objectives, and monitor performance reporting.
- (c) NINEDs, as equal Board members, should give the Board and any Board Committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation, and make a positive contribution to the development of the Group's strategy and policies through constructive and informed comments.

**6. MATTERS RESERVED FOR THE BOARD**

- 6.1 The following are matters specifically reserved for the Board's collective decision. It may be varied from time to time as determined by the Board:
- (a) limits of authority, including any amendments thereto;
  - (b) strategic business plan;
  - (c) annual budget or plan;
  - (d) audited and quarterly financial statements and report;
  - (e) approval of new business activities and ventures of the Group;
  - (f) TOR for Board Committees;
  - (g) appointment and/or removal of Company Secretary;
  - (h) appointment or removal of external auditors and auditors' remuneration;
  - (i) related party transactions and recurrent related party transactions;
  - (j) appointment and/or removal of Directors;
  - (k) terms of appointment for Directors;
  - (l) changes in group structure, e.g. acquisition and disposal of subsidiaries or issuance of new share capital;
  - (m) Constitution of the Company including any amendments thereto; and

- (n) financing required by the Group which includes giving of any guarantee (except bank guarantees in connection with the operating business) or indemnity or the creation or issue of any debenture, mortgage, charge or other securities or interests over its assets by the Group.

**7. BOARD COMMITTEES**

- 7.1 The Board may, from time to time, establish committees considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the Board Committees described in Table 1 to assist in the execution of its responsibilities:

**Table 1: Board Committees**

Committee	Description
Audit and Risk Management Committee	<p>(a) The ARMC shall comprise at least three (3) members, all of whom shall be INEDs.</p> <p>(b) The Board shall elect and appoint the ARMC members from among themselves. The Chairman of the ARMC shall be an INED elected from among the ARMC members and shall be approved by the Board.</p> <p>(c) The Chairman of the Board must not be a member of the ARMC.</p> <p>(d) No former partner of the external audit firm of the Group shall be appointed as a member of the ARMC unless observing a cooling-off period of at least three (3) years before being appointed as a member of the ARMC.</p> <p>(e) The Chairman together with other members should ensure, amongst others, that:</p> <ul style="list-style-type: none"> <li>(i) the ARMC is fully informed about significant matters related to the Company's audit and its financial statements and address these matters;</li> <li>(ii) the ARMC appropriately communicates its insights, views and concerns about the relevant transactions and events to the internal and external auditors;</li> <li>(iii) the ARMC's concerns on matters that may have an effect on the financial audit of the Company are communicated to the external auditors; and</li> <li>(iv) there is co-ordination between internal and external auditors.</li> </ul> <p>(f) The Board empowers the ARMC to, amongst others, review and assess the adequacy and effectiveness of risk management policies and framework in identifying, measuring, monitoring and controlling risk and the extent to which these are operating effectively.</p> <p>(g) The ARMC also reviews and recommends risk management strategies, policies and level of risk tolerance for the Board's approval.</p>

Committee	Description
	<p>(h) The ARMC is authorised by the Board to investigate any activity within its TOR. It is authorised to seek any information it requires from any Employee for the purpose of discharging its functions and responsibilities.</p> <p>(i) The ARMC Chairman or appointed person by the ARMC Chairman shall report to the Board on any matter that should be brought to the Board's attention and provide the recommendations of the ARMC that require the Board's approval.</p> <p>(j) ARMC should possess a wide range of necessary skills to discharge its duties. All members should be financially literate, competent and are able to understand matters under the purview of the ARMC including the financial reporting process.</p> <p>(k) All members of the ARMC should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.</p>
Nominating Committee	<p>(a) The NC shall comprise at least three (3) members, all of whom must be Non-Executive Directors and a majority of whom must be INEDs.</p> <p>(b) The Board shall elect and appoint the NC members from among themselves. The Chairman of the NC shall be an INED elected from among the NC members and shall be approved by the Board.</p> <p>(c) The Chairman of the Board must not be a member of the NC.</p> <p>(d) The Board delegates to the NC the responsibility of ensuring that Board members and Senior Management have the necessary skills and experience, and that measures are in place to provide for the orderly succession of Board and Senior Management.</p> <p>(e) In making its recommendations, the NC should consider the candidates' skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of INEDs, the NC should also evaluate the candidates' ability to discharge such responsibilities and functions as expected from INEDs.</p> <p>(f) The NC is authorised by the Board to investigate any activity within its TOR. It is authorised to seek any information it requires from any Employee for the purpose of discharging its functions and responsibilities.</p> <p>(g) The NC Chairman or appointed person by the NC Chairman shall report to the Board on any matter that should be brought to the Board's attention and provide the recommendations of the NC that require the Board's approval.</p>

Committee	Description
Remuneration Committee	<p>(a) The RC shall comprise at least three (3) members, all of whom must be Non-Executive Directors and a majority of whom must be INEDs.</p> <p>(b) The Board shall elect and appoint the RC members from among themselves. The Chairman of the RC shall be an INED elected from among the RC members and shall be approved by the Board.</p> <p>(c) The Chairman of the Board must not be a member of the RC.</p> <p>(d) The RC is primarily responsible for reviewing and recommending to the Board the remuneration package of the Executive Directors and if applicable, Senior Management, which should be aligned with the business strategies and long-term objectives of the Group, and drawing advice from experts, if necessary.</p> <p>(e) In determining the level of remuneration, the RC will take into account all factors which it deems necessary in order to attract, retain and motivate the Directors and Senior Management of high calibre who are able to provide the necessary skills and experience as required. The level of remuneration shall commensurate with the responsibilities for the effective management and operations of the Company and should also be in alignment with the business strategy and long-term objectives of the Company.</p> <p>(f) The RC Chairman or appointed person by the RC Chairman shall report to the Board on any matter that should be brought to the Board's attention and provide the recommendations of the RC that require the Board's approval.</p> <p>(g) The RC is authorised by the Board to investigate any activity within its TOR. It is authorised to seek any information it requires from any Employee for the purpose of discharging its functions and responsibilities.</p>

7.2 These Board Committees are authorised by the Board to deal with and to deliberate on matters delegated to them within their authority. Although the Board has granted discretionary authority to these Board Committees to deliberate and decide on certain operational matters, the ultimate responsibility for final decision on all matters lies with the Board.

7.3 INEDs play a leading role in these Board Committees. Senior Management and third parties are co-opted to the Board Committees as and when required.

7.4 There must also be a clear division of roles and responsibilities between the Board and the Senior Management to ensure that there is a balance of power and authority.

7.5 The responsibilities of the Senior Management are included in the following table:

**Table 2: Senior Management’s Responsibilities**

Responsibilities	Description
Planning	(a) Establish plans of action for immediate, short term, medium term and long-term periods.
Organising	(a) Organise the resources, particularly human resources, in the best possible manner.  (b) Assemble and coordinate financial, physical, information and other resources needed to achieve the Company goals.
Directing	(a) Stimulate high performance by Employees.  (b) Communicate and coordinate with Employees to lead and enthuse them to work effectively together to achieve the goals and targets of the Company.
Controlling	(a) Set performance standards that indicate progress and towards long-term goals of the Company.  (b) Evaluate the progress against the goals and targets of the Company and ensuring proper and timely execution of the same.  (c) Periodically review, evaluate and monitor performance.

**8. APPOINTMENT AND RE-ELECTION**

- 8.1 The appointment of a new Director or CEO (who is not a Director) is a matter for consideration and decision by the full Board upon appropriate recommendation from the NC.
- 8.2 The NC’s role is to ensure that all appointments of new Directors and re-election of Directors to the Board are proper and in compliance with the rules of the relevant authorities.
- 8.3 In making these recommendations, the NC will consider the required diversity in skills, experience, age, cultural, background and gender, including time-commitment, where appropriate, which the Directors bring to the Board taking into consideration of the Directors’ Fit and Proper Policy.
- 8.4 The fit and proper assessment on any person identified to be appointed as a Director or to continue holding the position as a Director of the Company shall be conducted prior to the initial appointment or proposed re-election/re-appointment as a Director. The fit and proper assessment on a Director may also be conducted whenever the Board becomes aware of information that may materially compromise a Director’s fitness and propriety.
- 8.5 In accordance with the Company’s Constitution, an election of Directors shall take place each year. At the first annual general meeting of the Company, all the Directors shall retire from office, and at the annual general meeting in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office. All Directors shall retire from office once at least in each three (3) years and shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

**9. DIRECTOR'S TRAINING**

- 9.1 All newly-appointed Directors are required to complete the Mandatory Accreditation Programme mandated under the MMLR.
- 9.2 The Group acknowledges that continuous education is vital for the Board members to gain insight into the state of economy, technological advances, regulatory updates and management strategies to enhance the Board's skills and knowledge in discharging its responsibilities.
- 9.3 In order to enable the Directors to effectively discharge their duties and increase their contribution in Board deliberations, Directors are encouraged to attend seminars and/or training programmes organised by the relevant authorities and/or professional bodies to expand their knowledge and to keep abreast with the changes in relevant laws and regulations as well as the business environment.
- 9.4 The training needs of the Board will be deliberated periodically and the trainings attended by the Directors will be disclosed in the Annual Report of the Company.

**10. DIRECTORS' REMUNERATION**

- 10.1 The RC recommends the remuneration package for the Directors to the Board for approval. 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. The RC should only consist of Non-Executive Directors and a majority of them must be INEDs. Directors must abstain from deliberation and voting on decisions in respect of their own remuneration and/or fees.
- 10.2 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 concerning the corporate and individual performance of Directors.
- 10.3 Non-Executive Directors will be paid a fee for acting as INEDs the Company and approved at the AGM. Attendance allowances are also paid to the INEDs for each Board or committee meeting they have attended.
- 10.4 The total amount of Directors' fees and benefits payable to the Directors is subject to annual shareholders' approval at general meetings. The Company will table separate resolutions on the approval of the fees of each Non-Executive Directors at the general meeting. Directors who are shareholders and controlling shareholders with a nominee or connected director on the Board should abstain from voting at general meetings to approve their fees. Similarly, Executive Directors should not be involved in deciding their own remuneration.
- 10.5 The Board takes into consideration, among others, information and/or data obtained from the internal surveys undertaken by the Board and the Senior Management to ensure that the said packages are competitive with market rates. The fees and benefits payable to the Directors are subject to the approval of the shareholders.

**11. BOARD PROCEDURES**

- 11.1 The conduct of members of the Board shall be consistent with their duties and responsibilities to the Group and, indirectly, to shareholders. The Board will be disciplined in carrying out its role, with emphasis on strategic issues and policy.

**11.2 Board meetings**

- (a) Board meetings shall be conducted at least four (4) times in a year with additional meetings being convened as and when necessary. If additional meetings are to be

convened, a Director may request for such a meeting to table matters of urgency, and the Company Secretary, upon the request of the Board Chairman or any one (1) Director, shall convene a meeting by giving them at least seven (7) 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.

- (b) The Company Secretary shall prepare and distribute a timetable for all required to attend the meetings.
- (c) 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.
- (d) Directors shall use their best endeavours to attend Board meetings and to prepare thoroughly. Directors are expected to participate fully, frankly and constructively in Board meetings, discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board's table.
- (e) Board discussions shall be open and constructive, recognising that genuinely-held differences of opinion can, in such circumstances, bring greater clarity and lead to better decisions.
- (f) The Chairman shall, nevertheless, seek a consensus in the Board but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or such disclosure as required by law.
- (g) The quorum necessary for the transaction of business of the Directors' meeting shall be four (4).
- (h) All Directors of the Company are required to attend the Board meetings. However, other officers of the Company may be invited to attend for particular items within their responsibility. The Board may also invite external parties such as auditors, solicitors and consultants when the need arises.
- (i) Board members are expected to achieve at least 50% attendance of total Board meetings held in any applicable 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.
- (j) Directors who are unable to attend a meeting shall advise the Company Secretary accordingly.
- (k) Any Director may participate at a Board or Board Committee meeting by way of telephone and/or video conferencing or by means of other communication equipment in which event such Director shall be deemed to be physically present at the meeting and shall be taken into account in ascertaining the presence of a quorum at the meeting.
- (l) A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- (m) Questions arising at any Board meeting must be determined by a majority of votes of the members present. In the case of an equality of votes, the chairperson of the Board meeting is entitled to a second or casting vote, except where two (2) members form a quorum, the chairperson of a meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue shall not have a casting vote. In the case of an equality of votes, where two (2) members form a quorum,



the meeting shall stand adjourned at another day, time and place when at least three (3) or more members may be present to decide on the issue.

### **11.3 Agenda**

- (a) The notice of a Directors' meeting shall be given in writing at least seven (7) 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, together with the CEO and the Company Secretary, shall undertake the primary responsibility for preparing the meeting 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.
- (b) 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 appraised on such matters and obtain their view points before arriving at a decision. Such circular resolution in writing shall be valid and effectual if it is signed or approved by letter or facsimile by all members of the Board 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.

### **11.4 Meeting papers**

- (a) To allow sufficient time for Directors to consider the relevant agenda items, board papers and relevant information on the agenda items shall be circulated at least seven (7) days prior to the meeting, or a shorter period due to extenuating circumstances, prior to the meeting. When there is a need to table a report, a brief summary of findings and/or recommendations shall be prepared.
- (b) Minutes shall be prepared within thirty (30) days following a Board meeting and shall be circulated in draft form. The draft minutes shall be re-circulated with the board papers in readiness for signing at the following meeting. The Board shall record its deliberations, in terms of issues discussed, and the conclusions reached in discharging its duties, including any dissenting views and if any Director had abstained from voting or deliberating on a particular matter. If one or more Directors request for their opinion to be noted, the Company Secretary shall comply with the request.

### **11.5 Access to information and independent advice**

- (a) The Directors shall have full and unrestricted access to all information pertaining to the Group's business affairs, whether as a full Board or in their individual capacity, to enable them to discharge their duties.
- (b) A record of submissions, papers and materials presented to the Board shall be maintained and held by the Company Secretary, together with minutes of meetings, and shall be accessible to the Directors upon request.
- (c) All Directors 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 Chairman furnishing satisfactory and explicit justification for such request.
- (d) 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.

**11.6 Independent professional advice**

- (a) The Board, as a whole, as well as any Director is entitled to obtain independent professional advice relating to the affairs of the Group or to his responsibilities as a Director.
- (b) If a Director considers such advice necessary for the discharge of his duties and responsibilities as Director and for the benefit of the Group, such Director shall first discuss it with the Chairman and, having done so, shall be free to proceed, where appropriate.
- (c) Subject to the prior approval of the Chairman, the cost of the advice shall be reimbursed by Company but the Director concerned shall ensure, so far as it is practicable, that the cost is reasonable.

**11.7 Induction process**

- (a) The objective of the induction process is to facilitate Directors in their understanding of the Group, its culture and operations.
- (b) The induction of Directors shall include (but is not limited to) the following:
  - (i) time with other officers of the Company (in particular the Chairman, the Company Secretary and, if the INED is a functional specialist, his counterpart);
  - (ii) 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;
  - (iii) visits to key sites (if such business units are integral and significant to the Group); and
  - (iv) an induction programme of about two (2) days, focusing on the above key elements, and also presentations from various divisions within the Group on their strengths, weaknesses and aspirations.

**11.8 Directors' external commitments and conflict of interest**

- (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Group shall declare his interest in accordance with the provisions of the CA. The Director concerned shall not participate in deliberations and shall abstain himself from casting his vote in any matter arising therefrom, except for the circumstances provided under Constitution of the Company.
- (b) Should there be an actual, potential or perceived conflict of interest between the Group or a related corporation and a Director, or an associate of a Director as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Group.
- (c) 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.
- (d) For the purpose of the above-mentioned paragraphs, the Directors shall perform an annual self-declaration on independence (in respect of those who are INEDs) and conflict of interest for the Group's records.

### **11.9 Other board appointments**

- (a) Any Director, while holding office, and subject always to the limitation on numbers of directorship as imposed by the CA or the MMLR, is at liberty to accept other board appointments so long as the appointments are not in conflict with the interest of the business of the Group and does not detrimentally affect the Director's performance as a Director.
- (b) Directors should notify the Chairman before accepting any new directorship. The notification should include an indication of time that will be spent on the new appointment. The Company Secretary should be informed once the new appointment takes place.

### **11.10 Representation of the Group**

- (a) The Board looks to the Senior Management to speak on behalf of the Company and to manage the communication of information to shareholders, investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements.

### **11.11 The Constitution of the Company and Senior Management's limits**

- (a) The Board operates pursuant to the powers conferred by the Constitution of the Company, including any changes thereof as approved by shareholders at a general meeting.
- (b) Senior Management is expected to act within all specific authorities delegated to it by the Board.
- (c) Senior 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.

### **11.12 Indemnities and insurance**

- (a) The Company shall provide Directors with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Directors.

### **11.13 Role of Company Secretary**

- (a) The appointment and removal of the Company Secretary shall be a matter of the Board as a whole.
- (b) The Company Secretary appointed should be suitably qualified, competent and capable of carrying out the duties required.
- (c) 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.
- (d) The primary duty and responsibilities of the Company Secretary include, but are not limited to the following:
  - (i) manage the logistics of all Board and committee meetings, attend and record minutes of all Board and committee meetings and facilitate board communications;
  - (ii) advise the Board on its roles and responsibilities;
  - (iii) facilitate the orientation of new Directors and assist in Directors' training and development;
  - (iv) advise the Board on corporate disclosures and compliance with the Company's Constitution, CA, MCGG, securities regulations and MMLR;

- (v) manage processes pertaining to the annual shareholders meeting and extraordinary general meeting;
  - (vi) ensuring timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements;
  - (vii) monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
  - (viii) serve as a focal point for stakeholders' communication and engagement on corporate governance issues.
- (e) 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.

## **12. CONDUCT OF GENERAL MEETING**

- 12.1 The notices convening general meetings shall specify the place, day and hour of the general meeting, and shall be given to all shareholders at least fourteen (14) days before the General Meeting or at least twenty-eight (28) days before the general meeting where any special resolution is to be proposed or where it is an AGM.
- 12.2 Any notice of a general meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.
- 12.3 All Directors shall commit to attending all general meetings of the Company in order to provide an opportunity for the shareholders to effectively engage with each Director.
- 12.4 The Chairman of the Board Committees should provide meaningful response to questions addressed to them.
- 12.5 All voting on resolutions in all general meetings would be conducted via poll voting.
- 12.6 The Board must ensure that the conduct of a virtual general meeting (fully virtual 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 should be made visible to all meeting participants during the meeting itself.

## **13. FINANCIAL REPORTING**

- 13.1 The Board aims to present a balanced and meaningful assessment of the Group's financial performance and position as well as prospects of the business in the periodic disclosure of the annual audited financial statements and quarterly report announcements to the shareholders.
- 13.2 In order to ensure true and fair view of the financial position, performance and cash flows of the Group, the Board ensures that the financial statements are prepared in accordance with the provisions of the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the CA.
- 13.3 The Board is assisted by the ARMC to oversee the Group's financial reporting processes and the quality of its financial reporting.

**14. RELATIONSHIP WITH SENIOR MANAGEMENT**

- 14.1 Directors may delegate their powers as they consider appropriate. However, the ultimate responsibility for strategy and control rests with the Directors as guided by the Executive Directors.
- 14.2 The Board will be supplied by Senior Management with information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. Directors are entitled to request for additional information at any time when they consider appropriate.
- 14.3 Any abstention, due to any reason whatsoever including but not limited to conflict of interest must be indicated to the Chairman at the time the matter is being considered and recorded in the minutes.

**15. SHAREHOLDERS RELATIONSHIP**

- 15.1 The Board is conscious of the interest of all shareholders, Employees, creditors and customers of the Group.
- 15.2 The Board recognises the importance of effective communication with shareholders and the public in general. In this respect, the Board keeps shareholders and the public informed through announcements, release of quarterly results, annual reports, circulars and general meetings.
- 15.3 In respect of dealing with and responding to queries from its shareholders, the Group shall designate a contact person(s) for shareholders' communication purposes.
- 15.4 The AGM is the principal forum for communication with shareholders. Shareholders are able to raise any queries regarding financial performance and future planning of the Group.

**16. STAKEHOLDERS MANAGEMENT**

- 16.1 Although the primary duty of the Board is to provide accountability to its shareholders, a wide range of stakeholders have begun to look to the Board to provide information about the Group's standing. This includes the regulators for statutory disclosure, creditors and lenders for confirmation on financial position, and customers for business sustainability. In meeting these accountability responsibilities, the Board shall use its best endeavours to familiarise itself with the issues which are of concern to the stakeholders especially corporate social responsibility issues and others relevant.
- 16.2 There are various communication channels to promote effective dissemination of information such as announcements released on Bursa Securities via BURSA LINK, press releases and analyst briefings as well as on the Company's website at [www.spb-property.my](http://www.spb-property.my).
- 16.3 The Company is required to present a narrative statement of the Company's management of material economic, environmental and social risks and opportunities ("**Sustainability Statement**") along with the Annual Report.
- 16.4 The Board has worked to build sustainability into an essential element of the Company's corporate culture and business decision making, striving for transparent business practices that are based on ethical values and respect for the community, its Employees, the environment, its shareholders and other stakeholders. The Board is committed to social and environmental sustainability.
- 16.5 This fundamental corporate responsibility is advocated by the Board and intensively nurtured and practiced by the Senior Management with a firm commitment to three (3) major stakeholders as set out in the following table:

**Table 3: Stakeholders Management**

<b>Employees</b>	<b>Customer</b>	<b>Environment</b>
<p>The Board acknowledges that the Employees are invaluable assets of the Group and play a vital role in achieving the Group's goals.</p> <p>The Board is committed to ensure the Senior Management builds a company where Employees are happy to work, confident and take pride as part of the Group.</p>	<p>The Board is committed to ensure that the Senior Management places the highest regards in relation to the safety and quality of products.</p> <p>Senior Management is to ensure its products and services are in order to achieve the highest customer satisfaction.</p>	<p>The Board is committed to ensure that the Senior Management preserves and enhances the society's quality of life by improving the Group's activities so as to sustain the environment in all areas of the Group's operations.</p>

**17. DIRECTORS' CODE OF ETHICS**

- 17.1 The Board has adopted a Directors' Code of Ethics ("**Code**") which sets forth to avoid any conflict of interest with fiduciary duty. The Code imposes guidelines for Directors to exercise independent judgement and, if necessary, to openly oppose if the interest of the Group is at stake.
- 17.2 The Board is committed to promote professionalism and improve the competency of Senior Management and Employees. The Board must at all times act with utmost good faith and integrity towards the Group in any transaction and to act honestly.
- 17.3 The Board will review the Code as and when necessary to ensure that it remains relevant and appropriate. The Code can be viewed on the Company's website.

**18. WHISTLEBLOWING POLICY**

- 18.1 The whistleblowing policy offers protection to those who make their concerns known in good faith and if the disclosure has been made to the appropriate person. An anonymous/safe avenue is provided for the Director, Employees, stakeholders or members of public to report or disclose through established channels, concerns about any violations of the Code, unethical behaviour, malpractices, illegal acts or failure to comply with regulatory requirements that is taking place/has taken place/may take place in the future.
- 18.2 Any concerns raised will be investigated and a report and update are provided to the Board, through the ARMC.
- 18.3 The Board will review the whistleblowing policy as and when necessary to ensure that it remains relevant and appropriate. The whistleblowing policy can be viewed on the Company's website.

**19. REVIEW OF THE BOARD CHARTER**

- 19.1 The Board will periodically review this Board Charter to ensure it remains consistent with the Board's objectives and responsibilities and any new regulations that may have an impact on the discharge of the Board's responsibilities.
- 19.2 The Board should disclose the application of this Board Charter in the Annual Report and on the corporate website of the Company.

This Board Charter was approved and adopted by the Board on 18 July 2024.