



BOARD CHARTER

Table of contents

1.0 Introduction

2.0 Objectives

3.0 The Board

3.1 Role of the Board

3.2 Board Structure

3.3 Composition

3.4 Appointment

3.5 Re-election / re-appointment

3.6 Supply of information

4.0 Independent Chairman and CEO

4.1 Independent Chairman

4.2 Chief Executive Officer

5.0 Board Committees

6.0 Board Meetings

7.0 General Meetings

7.1 Annual General Meeting

7.2 Extraordinary General Meeting

8.0 Investors Relations and Shareholder Communication

9.0 Relationship with other Stakeholders

9.1 Market Place

9.2 Work Place

9.3 Environment

9.4 Community

10.0 Company Secretary

BOARD CHARTER

1.0 INTRODUCTION

The Directors of Censof Holdings Berhad (“CENSOF”) regard Corporate governance as vitally important to the success of CENSOF’s business and are unreservedly committed to applying the principles necessary to ensure that the following principles of good governance are practiced in all of its business dealings in respect of its shareholders and relevant stakeholders:-

- The Board is the focal point of the Company’s Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the company;
- All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities;
- All Board members are responsible to the company for achieving a high level of good governance;
- In carrying out its responsibilities, the Board undertakes to secure the interests of shareholders as well as the employees, suppliers and customers and the broader community – honestly, diligently, fairly and in accordance with all applicable laws.
- The Board Charter shall continue and form an integral part of each Director’s duties and responsibilities.

The principles and policies set out in their Charter are in addition to and are not intended to change or interpret any laws or the application of the company’s constitution.

2.0 OBJECTIVES

The objectives of this Board Charter is to ensure that all Board members acting 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.

3.0 THE BOARD

3.1 Role of the Board

Guiding Principle

The Board's role is to provide strategic guidance to the company within a framework of prudent and effective controls which enables risk to be assessed and managed. The Board should set the company's strategic aims, ensure that the necessary financial and human resources are in place for the company to meet its objectives and review management performance.

The basic responsibility of the Directors is to exercise their business judgement to act in what they reasonably believe to be in the best interests of the company and its shareholders.

The Board's responsibilities encompass the following:-

- 3.1.1** Lead and manage the company in an effective and responsible manner;
- 3.1.2** Establish the corporate vision and mission, as well as the philosophy of the company, setting the aims of the management and monitoring the performance of the management;
- 3.1.3** Monitor financial outcomes and the integrity of internal and external reporting, in particular approving annual budgets and longer term strategic and business plans;
- 3.1.4** Assess the effectiveness of the Board of Directors as a whole, the Committees of the Board and the contribution of each Director;
- 3.1.5** To identify principal risks and to ensure the implementation of appropriate systems to protect the company's assets and to minimise the possibility of the company operating beyond acceptable risk parameters;
- 3.1.6** To keep pace with the modern risk of business and other aspects of governance that encourage enhancement of effectiveness in Board and management;

3.1.7 To review the adequacy and integrity of the group's internal control systems and management information systems including systems for compliance with applicable laws, regulations, rules, directives and guidelines;

3.1.8 Succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing Board and the key management;

3.1.9 Establish and review annually corporate communication policies with respect to the following:-

(i) How the corporation interacts with analysts, investors, other key stakeholders and the public.

(ii) Measures for the corporation to comply with its continuous and timely disclosure obligations.

3.1.10 For each member of the Board of Directors, act as representatives of the corporation in

(i) Enhancing the organisation's public image, reputation and credibility

(ii) Providing contacts or network for the corporation

(iii) Being loyal to the corporation

(iv) Supporting the decisions of the majority of the Board of Directors and

(v) Identifying, evaluating and carrying out profitable business opportunity for the corporation, as well as providing the corporation with information on the market in which it operates.

3.1.11 Ensure all new Directors receive comprehensive orientation to fully understand the role of the Board of Directors and its Committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and energy that the corporation expects from its Directors) and the nature and operation of the corporation's business.

3.1.12 In discharging its duties, the Board of Directors may engage the services of outside advisors at the expense of the corporation. The Board also allows, any Board committee or Director to engage the services of an outside advisor at the expense of the corporation, to adequately carry out such committee's duties, where the circumstances so warrant, subject to the Board of Director's approval.

3.2 Board Structure

Guiding Principle

The Board should include a balance of executive and NED (and in particular independent NED) such that the balance of skills and experience is appropriate for the requirement of the company.

- 3.2.1 The Regulations governing the management of CENSOF are formal in the company's Articles of Association which stipulates among others, the appointment and number of Directors, the election of Chairman of the Board; who will preside at all Board meetings, the appointment of CEO or Managing Director and rotation of Directors.
- 3.2.2 Although the Board is made up of a variety of Directors with different roles and responsibilities, there is no distinction in their accountabilities to the company.

3.3 Composition

- 3.3.1 The number of Directors shall not be less than 2 and not more than 9 unless otherwise determined by a general meeting, as stipulated in the Company's Articles of Association.
- 3.3.2 The Board membership should reflect an appropriate balance between executives possessing extensive direct experience and expertise in the core business activities of the company, and non executive members who have outstanding track records and reputations attained at the highest levels of business and commerce generally, and who are able to bring to the Board a broad range of general commercial expertise and experience.
- 3.3.3 The Board is the Company's decision making body. It is therefore imperative that the Board should be sized in a manner most effective to facilitate decision-makings and deliberation processes.

- 3.3.4** A strong and independent element on the Board should be present to exercise independent objective judgement on the corporate affairs of the company, no individual or small group of individuals is allowed to dominate the Board's decision making process.
- 3.3.5** The Board may appoint a Senior Independent Director to whom shareholders' concern can be conveyed if there are reasons that contact through the normal channels of the Independent Chairman or the CEO or MD have failed to resolve them.
- 3.3.6** In considering potential new Directors, the Board should seek to identify candidates with appropriate skills and experience to contribute to the effective direction of the Company, who can exercise an independent and informed judgement on matters which come before the Board.
- 3.3.7** The Board composition should be reviewed annually by the Board to ensure that the Non-Executive Directors between them bring the range of skills, knowledge and experience necessary to direct the company going forward.

3.4 Appointment

- 3.4.1** The appointment of a new Director is a matter of consideration and decision by all members of the Board upon appropriate recommendation from the Nomination Committee.
- 3.4.2** The Company Secretary has the responsibility in ensuring that relevant procedures relating to the appointments of new Directors are properly executed.
- 3.4.3** All new Directors appointed to the Board should undertake a formal induction programme co ordinate by the Company Secretary.
- 3.4.4** In addition to the Mandatory Accredited Programme (MAP) as required by the Bursa Malaysia Securities Berhad, Board members are also encouraged to attend training programmes conducted by highly competent professionals which are relevant to the Company's operations and business and also for the Board to update itself in relation to new developments pertaining to the laws and regulations and changing commercial risks which may affect the Board and the company.
- 3.4.5** The Board will assess the training needs of the Directors and disclose in the Annual Report the trainings attended by the Directors.
- 3.4.6** The directorship held by any Board member at any one time shall not exceed five (5) in listed companies.

3.5 Re-election / Re-appointment

3.5.1 One-third (1/3) of the Directors are subject to retirement by rotation yearly or at the interval of every three (3) years.

3.5.2 The Directors who are over 70 years of age are subject to re-appointment pursuant to Section 129(6) of the Companies Act, 1965.

3.6 Supply of Information

3.6.1 The Company aims to provide all Directors with timely and quality information and in a form and manner appropriate for them to discharge their duties effectively.

3.6.2 The management is responsible in providing the Board with the required information in an appropriate and timely manner. The CEO / Managing Director, assisted by the Company Secretary, will assess the type of information required to be provided to the Board. If the information provided by the management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.

3.6.3 A full agenda and comprehensive Board papers should be circulated to all Directors approximately five days prior to each meeting.

3.6.4 Amongst others, the Board papers should include the following:-

- (a)** Quarterly financial report of the Company;
- (b)** Minutes of meetings of all Committees of the Board;
- (c)** A current review of the operations of the Company;
- (d)** Reports on Related Party Transactions;
- (e)** Directors' and Substantial Shareholders' share-dealings; and
- (f)** Annual Management Plans / Budget reports.

3.6.5 Minutes of each Board meeting should be kept by the Company Secretary and should be available for inspection by any Director during office hours.

4.0 INDEPENDENT CHAIRMAN AND CHIEF EXECUTIVE OFFICER / MANAGING DIRECTOR (CEO / MD)

The Company aims to ensure a balance of power and authority between the Independent Chairman and the CEO / MD with a clear division of responsibility between the running of the Board and the Company's business respectively. The positions of Independent Non-Executive Chairman and CEO / MD are separated and clearly defined.

Guiding Principle

The Independent Chairman is responsible for leadership of the Board in ensuring the effectiveness of all aspects of his role.

4.1 Role of the Independent Chairman

Decisions of the Board are made collectively during Board meetings. In order to ensure that meetings are properly facilitated, and the Board is properly led, the Independent Chairman plays a crucial and pivotal leadership role in ensuring that the Board works effectively. Additionally, the Independent Chairman of the Board is usually the presiding Chairman during General Meetings of the Company.

Independent Chairman of the Board endeavours to create an environment which promotes constructive deliberations leading to effective contributions by each Board member during Board meetings. Further, Independent Chairman must be able to manage personal conflicts and help to focus the Board on what really matters as opposed to simply ploughing through the agenda.

The Independent Chairman is responsible for the following:-

- (a)** Provide leadership and run the Board effectively with the assistance of the Board Committees and management;
- (b)** Ensure the whole Board plays a full and constructive part in developing and determining the Group's strategy and overall business and commercial objectives;
- (c)** Ensure the Board annually reviews its performance and is balanced so as to achieve its effectiveness;
- (d)** Review the performances of individual Directors;
- (e)** Assist and guide the CEO / MD. Ensure the Board members are well briefed and have access to information on all aspects of the company's operations;

- (f) Setting the Board meeting agenda for consideration, giving emphasis on important issues challenged by the Group with emphasis on strategic, rather than operational issues;
- (g) Chairing of general meetings and Board meetings;
- (h) Act as the Group's representative in its dealing with external parties;
- (i) Help guide the Group on long term strategic opportunities and represent the Group with key industry, civic and philanthropic constituents; and
- (j) Promote the highest standards of integrity, probity and corporate governance of the Group;
- (k) Ensure that general meetings of the company are conducted efficiently and that shareholders have adequate opportunity to air their views and obtain answers to their queries.

4.2 Role of the Chief Executive Officer / Managing Director

Guiding Principle

CEO / MD is responsible to the Board for the day-to-day management of the Company and for fulfilling all policy matters set by the Board.

These are expounded below.

CEO / MD leads the management team. The Board holds the CEO / MD accountable for the performance of the management team.

The key roles of the CEO / MD are:-

- (a) Manage the Group's business and ensure that operational planning and control systems are in place;
- (b) Accountable and responsible for the Group's operations and financial performance. Formulate and recommend business and financial strategies and plans to develop the company's business and to implement these plans to achieve agreed performance targets;
- (c) Lead management and employees and express his clear leadership;
- (d) Prepare and implement strategic plans;
- (e) Submit and implement acquisition / investment proposals;

- (f) Develop an organizational structure with the necessary succession planning;
- (g) Promote communications internally and externally for the Group as the chief communicator by monitoring the goals, visions, missions and challenges.
- (h) Maintain a friendly environment and develop organization culture, values and reputation in its markets;
- (i) Have a good corporate social responsibility program for shareholders, staff, customers, suppliers, partners and regulatory / official bodies;
- (j) Ensure the executive team implements the decisions of the Board and its Committees;
- (l) Assist the Independent Chairman in drawing up the agenda for Board meetings by providing input in relation to important strategic issues facing the business;
- (m) Highlight and update to the Independent Chairman on complex and sensitive issues that might affect the Company and / or Group and maintaining a consistent dialogue with the Independent Chairman of the Board; and
- (n) To lead the Group to meet its vision and mission.

5.0 BOARD COMMITTEES

Guiding Principle

The Board shall from time to time establish standing and ad hoc committees to assist it in carrying out its responsibilities.

- 5.1 To assist the Board in fulfilling its duties and responsibilities, the Board has established the following Committees:-
 - (a) Audit Committee;
 - (b) Nomination Committee;
 - (c) Remuneration Committee.
- 5.2 All Committees have Terms of Reference which have been approved by the Board.
- 5.3 The Board can establish ad hoc Committees.

6.0 BOARD MEETINGS

- 6.1** The Board should meet in person at least once every quarter to facilitate the discharge of their responsibilities.
- 6.2** It is expected that each Director makes every effort to attend each Board meeting and each meeting of any committee on which he sits.
- 6.3** Each Director should be familiar with the agenda for each meeting, having carefully reviewed all materials distributed in advance of the meeting, and be prepared to participate meaningfully in the meeting and to discuss all scheduled items of business.
- 6.4** Members of the management who are not Directors maybe invited to attend and speak at meetings on matters relating to their sphere of responsibilities.
- 6.5** The Company Secretary should support the effectiveness of the Board by monitoring that Board policies and procedures are followed and co-ordinate the completion and despatch of Board agendas, briefing papers and minutes of proceedings. The Company Secretary should be responsible to the Board, through the chairperson, on all governance matters and for meeting statutory reporting requirements in accordance with the relevant legislation.

7.0 GENERAL MEETINGS

7.1 Annual General Meeting (AGM)

Guiding Principle

The Company regards the AGM as the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communications and use it as a platform for constructive feedback from the company's shareholders.

- 7.1.1** The company regards the AGM as an important event in the corporate calendar of which all directors should attend.
- 7.1.2** The Chairman should encourage active participation by the shareholders during the AGM.

- 7.1.3 The Chairman and, where appropriate, the CEO / MD should respond to shareholders' queries during the meeting. Where necessary, the Chairman should undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.

7.2 Extraordinary General Meeting (EGM)

- 7.2.1 The Directors will consider requisitions by shareholders to convene an EGM or any other urgent matters requiring immediate attention of the Company.

8.0 INVESTORS RELATIONS AND SHAREHOLDER COMMUNICATION

Guiding Principle

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

- 8.1 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements made during the year.
- 8.2 A press interview will be held on ad hoc basis whereby the CEO / MD will give a press release stating the Company's results, their prospects and outline any specific event for notation.
- 8.3 The Company's website provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

9.0 RELATIONSHIP WITH OTHER STAKEHOLDERS

Guiding Principle

In the course of pursuing the vision and mission of the Company, the Board recognizes that no Company can exist by maximizing shareholders

value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

It is the Company's accountability to integrate responsible ethical practices into all aspects of the business operations to ensure long-term sustainability of business of the company.

The Company encourages the practice of high ethical standards and upgrade the company's level of Corporate Conduct to cover four (4) main criteria as follows:-

9.1 Market Place

9.1.1 The Company is committed to uphold the corporate responsibility practices and to enhance the economic responsibilities by creating a good return to safeguard its shareholders' investment.

9.1.2 The Company is responsible to strive to develop and provide products and services which offer value in terms of price, quality, safety and environment impact.

9.1.3 The Company acknowledges the importance of good corporate governance and ensures the adherence to The Malaysian Code of Corporate Governance and to comply with all listing requirements, rules and regulations.

9.2 Work Place

9.2.1 The Company acknowledges that the employees are invaluable assets and play a vital role in achieving the vision and mission of the Company.

9.2.1 The Company adopts comprehensive and documented policies and procedures with respect to the following:-

- (a) Occupational safety and health with the objective of providing a safe, conducive and healthy working environment for all employees; and
- (b) Industrial relations with the objective of managing employees' welfare and well being in the workplace.

9.3 Environment

- 9.3.1 The Company acknowledges the need to safeguard and minimize the impact to the environment in the course of achieving the Company's vision and mission.
- 9.3.2 The Company adopts comprehensive and documented policies and procedures as part of its commitment to protect the environment and contribute towards sustainable development.
- 9.3.3 The Company supports initiatives on environmental issues.

9.4 Community

- 9.4.1 Company shall play a vital role in contributing towards the welfare of the community in which it operates.
- 9.4.2 The Company supports charitable causes and initiatives on community development projects.

10.0 COMPANY SECRETARY

- 10.1 The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company fulfills the functions for which he / she has been appointed.
- 10.2 The Company Secretary is accountable to the Board through the CEO / MD on all governance matters.
- 10.3 The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.
- 10.4 The Company Secretary should advise Directors of their obligations to adhere to matters relating to:
 - Disclosure of interest in securities
 - Disclosure of any conflict of interest in a transaction involving the Company
 - Prohibition on dealing in securities

- Restrictions on disclosure of price-sensitive information
- 10.5 The Company Secretary must keep abreast of, and inform, the Board of current governance practices.
- 10.6 The Board members should have unlimited access to the professional advice and services of the Company Secretary.