**GDEX BERHAD**
(Registration No. 200301028159 (630579-A))
(Incorporated in Malaysia)

# BOARD CHARTER

## INTRODUCTION

The Board of Directors (the “Board”) of GDEX Berhad (the “Company”) is responsible for the overall stewardship of the Company. Directors are expected to uphold high standards of corporate governance and to discharge their duties in accordance with applicable laws, regulations and fiduciary obligations, in the best interests of the Company.

## PURPOSE

This Board Charter sets out the framework within which the Board operates. It is intended to provide clarity on the Board's governance role and to serve as a reference point for how the Board discharges its responsibilities, exercises its authority and conducts its affairs.

1. define the respective roles, responsibilities and accountabilities of the Board, Board Committees, the Chairman, the MD/Group CEO, individual directors and Management;

2. set out the matters reserved for the Board and the delegation of authority to Board Committees and Management; and

3. establish the principal Board processes and practices relating to matters such as meetings, information flow, professional development, conduct and conflicts of interest.

## BOARD STRUCTURE

### A. Composition

- The Board shall be of a size and composition with the benefit of diversity in perspectives and skills to understand and deal with the current and emerging issues of the business of the Company.

- The number of directors shall not be less than two (2) and not more than fifteen (15) as set out in the Company’s Constitution.

- In accordance with the Main Market Listing Requirements, the Board shall comprise at least two (2) or one-third (1/3) independent directors, whichever is higher, and shall comply with all applicable requirements relating to Board composition and diversity.

### B. Appointment and Re-election

- The Board shall determine the appropriate size and composition of the Board, and the appointment of new directors shall be a matter for consideration and decision by the Board upon the recommendation of the CNRC. In identifying suitable candidates, the CNRC shall consider the required mix of skills, experience, character, integrity, competence, commitment, independence and diversity needed on the Board.

- No person shall be appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. A person is considered an “active politician” if he is a Member of Parliament, State

Assemblyman or holds position as the Supreme Council or division level in a political party.

- The tenure of the Executive Directors is tied to their executive office.

- The criteria for the recruitment or appointment (including election/re-appointment) of the Director are guided by fit and proper assessment by the CNRC based on the Terms of Reference of CNRC.

- Without limiting the generality of the foregoing, the key attributes for Board membership are:
  (a) the ability to make informed business decisions and recommendations;
  (b) entrepreneurial talent for contributing to the creation of shareholders' value;
  (c) sufficient available time to be able to fulfil his or her responsibilities as a member of the Board and any of the Committees to which he or she may be appointed; and
  (d) total commitment to furthering the interests of shareholders and the achievement of the Company's goals.

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

- A Director shall inform the Board's Chairman before he/she accepts any new directorships.

- In the event of any vacancy on the Board, resulting in non-compliance with the above, the Board must ensure that the vacancy is filled within three (3) months.

- In accordance with the Company's Constitution, one-third (1/3) or the number nearest to one-third (1/3) shall retire from office at each Annual General Meeting ("**AGM**"). A retiring Director is eligible for re-appointment. Directors shall retire from office at least once every three (3) years but shall be eligible for re-election at the AGM. Any new or additional Director appointed by the Board during the year to fill a casual vacancy or as an addition shall hold office only until the next AGM and shall then be eligible for re-election. The election of each Director is voted separately.

- In accordance with Bursa Malaysia Securities Berhad's listing requirements, each director standing for election or re-election shall be voted on separately.

- The Board, through the CNRC, shall undertake an annual assessment of the effectiveness of the Board, Board Committees and individual directors, including directors standing for re-election.

- The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board as an Independent Director, subject to the applicable legal and regulatory requirements and shareholders' approval. In any event, the tenure of an Independent Director shall not exceed a cumulative term of twelve (12) years, after which the director shall be redesignated as a Non-Independent Director or otherwise cease to serve in that capacity.

- The Board may appoint a Senior Independent Director to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the Managing Director/ Group Chief Executive Officer ("**MD/Group CEO**") have failed to resolve them.

- The Board shall provide a statement as to whether it supports the appointment or reappointment of the director and the reasons.

## ROLES AND RESPONSIBILITIES

### *A. Responsibilities of the Board*

The Board shall assume ultimate accountability and responsibility for the stewardship, governance, strategic direction and oversight of the Company. In discharging its role, the Board shall act in the best interests of the Company and have due regard to the interests of shareholders and other relevant stakeholders. The Board oversees Management in the conduct of the Company's business and affairs, while Management remains responsible for the day-to-day management of the business, subject to the matters reserved for the Board and the limits of authority approved by the Board. Each Director has a duty to act in good faith, with reasonable care, skill and diligence, and in the best interests of the Company.

The Board shall ensure that an appropriate framework for governance, risk management and internal control is established and maintained, and that Management is held accountable for the effective implementation of the Board's approved strategies, policies and decisions

The Board is responsible for the overall stewardship, strategic direction and oversight of the Company and the Group. In discharging its responsibilities, the Board shall, among other things, undertake the following:

(i) Strategic planning - to review and approve the strategic direction, strategic business plans and key policies of the Company and the Group, and to monitor Management's performance in implementing them;

(ii) Governance framework - to establish and oversee an appropriate governance framework, including clear lines of responsibility and accountability across the Group;

(iii) Compliance - to oversee compliance with applicable laws, regulations, listing requirements, governance codes and the Company's Constitution;

(iv) Independent advice and objective decision-making - to ensure that the Board has access to independent professional advice, at the Company's expense where appropriate, in furtherance of its duties and responsibilities, and that Board deliberations are conducted in an objective, independent and transparent manner;

(v) Code of conduct - to approve and oversee the implementation of the Group's code of conduct and ethics framework;

(vi) Succession planning - to oversee succession planning for the Board, the MD/Group CEO. Key officers to support the continued leadership and effectiveness of the Group;

(vii) Management proposals - to review, challenge and decide on material proposals submitted by Management, and to monitor the implementation of approved matters;

(viii) Information flow - to ensure that the Board receives accurate, timely and clear information to support effective decision-making and oversight;

(ix) Reporting integrity - to oversee the integrity of the Group's financial and non-financial reporting and related disclosures;

(x) Related party transactions and conflicts of interest - to oversee the framework for identifying, assessing, approving and monitoring related party transactions and conflict of interest situations;

(xi) Board Committees - to establish Board Committees, approve their terms of reference, delegate appropriate authority to them and monitor their effectiveness;

(xii) Board composition - to promote an appropriate balance of skills, experience, independence and diversity on the Board;

(xiii) Governance culture - to promote a culture of good corporate governance, ethical conduct and sound decision-making across the Group;

(xiv) Stakeholder engagement - to oversee appropriate engagement and communication with shareholders and other stakeholders.

(xv) Anti-bribery and corruption - to oversee the establishment, implementation and effectiveness of the Group's anti-bribery and corruption framework, including oversight of compliance with applicable anti-corruption laws, regulations and recognised standards adopted by the Group.

(xvi) Board effectiveness - to foster a Board culture that supports constructive challenge, robust deliberation, independent judgement and the appropriate expression of differing views.

In carrying out its oversight responsibilities, the Board shall, among other things, oversee the following matters:

(i) Sustainability - to oversee the Group's sustainability strategy, priorities, material sustainability matters and related disclosures, with a view to supporting the Group's long-term value creation.

(ii) Performance oversight - to review and monitor the performance of the Group against approved strategies, business plans, budgets and key performance indicators, and to hold Management accountable for the Group's performance.

(iii) Risk management - to oversee the identification and management of the principal risks of the Group, determine the Group's risk appetite, and ensure that appropriate risk management and internal control frameworks are established and maintained.

(iv) Internal audit - to ensure that the Group maintains an effective and adequately resourced internal audit function that provides independent assurance on the adequacy and effectiveness of governance, risk management and internal control processes.

(v) Internal control - to review the adequacy and effectiveness of the Group's internal control systems, including systems for financial reporting, operational oversight, compliance and information management.

(vi) Financial resilience - to oversee the Group's financial position, liquidity, funding and cash flow management, and to consider actions necessary to safeguard the Group's ongoing financial resilience and ability to meet its obligations as they fall due.

(vii) Legal and regulatory compliance - to oversee compliance with applicable laws, regulations, listing requirements, governance codes and the Company's Constitution, and to ensure that appropriate policies and processes are in place to support such compliance.

### *B. Matters Reserved for the Board*

The Board reserves to itself, among other things, the following matters:

1. Appointment and removal of directors, Board Committee members and the Company Secretary.

2. Appointment and removal of MD/Group CEO.

3. Capital structure and capital management.

4. Approval of key governance frameworks and key Group policies.

5. Approval of material transactions, contracts, alliances, partnerships and commitments outside the ordinary course of business or beyond management's delegated authority.

6. Approval of material investments, divestments and capital commitments beyond management's delegated authority, with amount of more than RM6 million.

7. Approval of material litigation, settlement or other disputes that significant to the Group.

8. Approval of the Group's risk appetite and oversight of its principal risk profile.

9. Approval of winding-up, liquidation or dissolution of material entities within the Group, except for dormant company.

10. Approval of the annual strategic business plan and budget.

11. Approval of the limits of authority and any material changes that exceeding the authority delegated to MD/Group CEO.

12. Declaring and recommending dividend payment which is subject to the approval of shareholders in the AGM.

13. Approval of the appointment of external auditors and approval of the annual audited financial statements and quarterly financial results.

14. Approval of the issuance of securities and other material corporate actions requiring Board approval.

15. Approval of material acquisitions, disposals and other corporate exercises outside the ordinary course of business or beyond Management's delegated authority.

16. Approval of material investments, divestments, mergers, acquisitions, establishment of subsidiaries or joint ventures, and other corporate exercises requiring Board or shareholder approval (except for intra group entities).

17. Approval of material related party transactions and significant conflict of interest matters.

18. Limits of Authority.

19. Risk management policies.

20. Approval of material financing and borrowing arrangements exceeding RM6 million, excluding financing facilities obtained in the ordinary course of the Company's business operations.

21. Ensuring regulatory compliance.

22. Oversight of the adequacy and effectiveness of the Group's system of internal control.

## CHAIRMAN AND MD/GROUP CEO

The roles of the Chairman and the MD/Group CEO shall be held by different individuals, with a clear division of responsibilities to ensure an appropriate balance of power, accountability and authority between the leadership of the Board and the executive management of the Group and the Company.

### Responsibilities of Chairman

The Chairman leads the Board and is responsible for ensuring its effectiveness and proper functioning. The Chairman promotes a culture of openness and constructive debate, facilitates effective contribution by all directors, ensures that the Board receives accurate, timely and clear information, and maintains an appropriate relationship between the Board and Management. The Chairman should not assume executive responsibilities and should ensure that the Board's decision-making processes are conducted in an orderly and effective manner.

The Chairman is required, amongst others, to:

1. Provide leadership to the Board and promote its effective functioning;

2. Chair Board meetings effectively and facilitate constructive participation by all directors;

3. Promote an appropriate Board composition and ensure that directors receive the information required for effective deliberation and decision-making;

4. Ensure that material matters in respect of the business or governance of the Group or the Company is tabled and properly considered for Board decision-making;

5. Lead the Board evaluation process and monitor the performance of the Board, Board Committees and individual directors;

6. Maintain an appropriate and constructive relationship between the Board and Management;

7. Chair general meetings of shareholders and facilitate effective engagement between the Board and shareholders;

8. Promote high standards of corporate governance across the Group;

9. Lead the Board in the adoption and implementation of good corporate governance practices in the Group; and

9. Encourage meaningful dialogue between the Board, Management and shareholders.

### Responsibilities of MD/Group CEO

The MD/Group CEO is responsible for the day-to-day management of the Group and the Company and is accountable to the Board for the implementation of the strategies, policies, decisions and matters approved by the Board. In discharging this role, the MD/Group CEO shall act within the authority delegated by the Board and in accordance with the Group's values, governance framework and applicable policies. The MD/Group CEO is accountable to the Board, amongst other things, on the following:

1. lead Management and be accountable to the Board for the overall operational performance of the Group and the Company;

2. develop and recommend to the Board the Group's strategic plans, annual business plans and budgets, and implement them once approved by the Board;

3. manage the business and affairs of the Group and the Company within the limits of authority approved by the Board;

4. ensure the effective implementation of the Group's governance, risk management and internal control frameworks, and support the development and execution of policies approved by the Board;

5. ensure that the Board receives accurate, timely and clear information on the Group's performance, financial condition, material operational matters, risks and other matters relevant to the Board's discharge of its responsibilities;

6. maintain an effective management structure, organisation capability and succession planning process for key officers; and

7. ensure that effective internal controls of the Group and the Company and governance measures are deployed.

**Responsibilities of Independent Director**

Independent Directors are those who satisfy the independence criteria prescribed under the Main Market Listing Requirements and other applicable legal and regulatory requirements. They provide independent judgement, objectivity and constructive challenge in the Board's deliberations and decision-making.

1. bring independent judgement and objective challenge to Board deliberations and decision-making;

2. help ensure that the interests of all shareholders are appropriately considered by the Board;

3. contribute to objective and impartial consideration of matters before the Board;

4. ensure that their views are appropriately considered in the Board's deliberations and decisions;

5. meet among themselves as and when appropriate, and at least annually, without the presence of executive directors or Management; and

6. be subject to an annual assessment of independence by the Board.

**Responsibilities of Senior Independent Director**

The role of the Senior Independent Director includes, amongst others:

1. act as a sound board for the Chairman;

2. ensure all independent directors have the opportunity to input on the agenda and advise the Chairman on the quality, quantity and timeliness of the information submitted by management that is necessary or appropriate for the independent directors to perform their duties effectively;

3. consult the Chairman regarding board meeting schedules to ensure the independent directors can perform their duties responsibly and with sufficient time for discussion of all agenda items;

4. serve as the principal conduit between the independent directors and the Chairman on sensitive issues; and

5. serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through the normal channels of contact with the Chairman or MD/Group CEO.

**Responsibilities of Individual Director**

Each Director owes duties to the Company and shall act in good faith, with reasonable care, skill and diligence, and in the best interests of the Company. In discharging these duties, each Director shall contribute to the effective functioning of the Board and the proper stewardship of the Group.
Their responsibilities include, amongst others, the following:

1. act in the best interests of the Company and exercise independent judgement;

2. exercise reasonable care, skill, diligence and proper oversight in the discharge of their duties;

3. act honestly, in good faith and for a proper purpose;

4. devote sufficient time and attention to discharge their responsibilities effectively;

5. maintain an appropriate understanding of the Group's business, the regulatory environment and relevant developments affecting the Group;

6. participate actively in Board meetings and, where appropriate, general meetings of shareholders; and

7. undertake continuing professional development to enhance their effectiveness as directors.

**Responsibilities of the Management**

Management is responsible for the day-to-day management of the Group and the implementation of strategies, plans, policies and decisions approved by the Board, within the limits of authority approved by the Board.
The responsibilities of the Management, in general, are:

1. develop and recommend to the Board strategic plans, budgets and proposals for approval;

2. implement the strategies, plans and policies approved by the Board;

3. manage the operations of the Group within the limits of authority approved by the Board;

4. establish and maintain appropriate internal control and risk management processes; and

5. provide the Board with accurate, timely and clear information on the Group's performance, financial condition, risks and material matters.

**Responsibilities of Board Committees**

The Board may establish Board Committees to assist in the discharge of its responsibilities. Each Board Committee shall operate within written terms of reference approved by the Board. The Board retains overall responsibility for matters delegated to its Committees and shall receive reports on their proceedings and recommendations.

The Chairman of the Board shall not be a member of the Audit and Risk Management Committee ("**ARMC**") and CNRC. The Board shall delegate their power and duties to the Board Committees which shall operate within its Terms of Reference ("**TOR**").

**Executive Committee ("EXCO")**

The EXCO shall comprise the Group CEO, Executive Director, Chief Officers, and such other members as recommended by the Chairman of the EXCO and endorsed by the Board.

Where an Executive Committee is established, its composition, authority and responsibilities shall be determined by the Board and set out in written terms of reference approved by the Board.
The duties and responsibilities of EXCO are as follows:

1. The Executive Committee shall operate strictly within the authority delegated by the Board.

2. The Executive Committee shall report to the Board on its activities, decisions and recommendations at the next Board meeting, and any matter outside its delegated authority shall be referred to the Board for approval.

3. The Executive Committee may support Management in evaluating strategic and business development opportunities and making recommendations to the Board, where required.

4. In-depth due diligence review needs to be done before any investment decision is made.

5. EXCO plays the role to form an Execution Team and appoint the team lead for any development projects. For instance, in a project to set up an operational entity in a particular country, EXCO needs to identify and select the suitable candidates to execute the project. EXCO members are recommended to participate in the Execution Team to ensure the project does not deviate away from the Group's long-term plan and appropriate allocation of resources can be made effectively.

6. EXCO should meet on monthly basis or whenever necessary to ensure all developments are on track with the Group's long-term plan. Project lead will be called in if necessary, to update on the status of their respective projects.

7. Any new projects/developments will be presented to EXCO during the meeting.

8. EXCO should fulfil the Top Management's roles and responsibilities as prescribed in the Section 5.1.2 of ISO 37001: 2025 Anti Bribery Management System in compliance with anti-bribery and related laws.

9. EXCO will undertake all such other responsibilities as may be required and necessary and as directed by the Board.

**BOARD PROCESSES**

Board meetings shall be conducted in a manner that supports effective, informed and constructive deliberation by the directors. The Chairman, with the support of the Company Secretary, shall ensure orderly proceedings and encourage active participation by all directors.

***Scheduling of Board meetings***

The Board shall meet regularly each year, with additional meetings to be convened as and when required to consider urgent or important matters.

The Board meets at least five (5) times every year based upon a schedule set on a yearly basis.

Apart from the pre-scheduled Board meetings, the Board may for the purpose of urgent matters, convene ad-hoc Board meetings at any time during the year.

***Agenda item for Board meetings***

The agenda of the meeting is decided upon focusing on matters that require the Board's decision, approval, directions and on items that are truly the Board's responsibility.

The Company Secretary shall prepare the draft agenda in consultation with the Chairman and the MD/Group CEO, and any director may request that matters within the Board's remit be included on the agenda.

Any director may request that matters within the Board's remit be included on the agenda for a Board meeting, and where appropriate such request should be supported by a paper or summary for the Board's consideration.

***Board meeting materials distributed in advance***

The MD/Group CEO will inform/remind the relevant head of department to submit their report/materials on presentation to the Secretary at least seven (7) days before the meeting, if necessary.

Notice of each Board meeting, together with the agenda and relevant Board papers, shall be circulated sufficiently in advance of the meeting to enable directors to consider the matters to be discussed and make informed decisions.

All meeting materials as well as the notice and agenda will be compiled in a file of Board papers and to be distributed to all the Directors within an appropriate timeline for perusal. In case where the subject matter/agenda item is price sensitive or otherwise confidential or in a state of flux, the presentation is directly made at the meeting.

Management is responsible for ensuring that the Board receives accurate, timely and clear information to enable the Board to discharge its duties effectively. Where information provided is insufficient, the Board may require additional information or clarification from Management.

***Convening a Board Meeting***

The quorum necessary for the transaction of business of the Directors shall be fixed by the Directors from time to time and unless so fixed, the quorum shall comprise two (2) Directors, as per the Constitution of the Company.

Any Director may participate at a Board meeting or Committee meeting by way of telephone and 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.

Decisions arising at Board meetings shall be determined in accordance with the Company's Constitution.

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.

Draft minutes of each Board and Board Committee meeting shall be prepared promptly by the Company Secretary and circulated to the relevant directors for review and comments. The minutes shall accurately record the deliberations, decisions, significant issues discussed, dissenting views and any abstentions or recusals.

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

All directors shall have timely access to the information, records and key officers required for the proper discharge of their duties, subject to appropriate protocols established by the Board.

The Board, and individual directors where appropriate, may obtain independent professional advice at the Company's expense in furtherance of their duties and responsibilities, in accordance with procedures approved by the Board.

**COMPANY SECRETARY**

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

2. The Company Secretary supports the Board in the effective discharge of its functions and assists the Board on governance, procedural and regulatory matters.

3. The principal responsibilities of the Company Secretary include:

    - advising the Board on matters related to corporate governance and the MMLR;

    - updating the Board on the latest development of the requirements, compliance issues of the Securities Commission Malaysia, Bursa Securities, Companies Act 2016 and other statutory requirements;

    - ensuring that Board procedures and applicable rules are observed;

    - maintaining records of the Board and ensuring effective management of the Company’s statutory records;

    - preparing comprehensive minutes to document Board proceedings and ensuring conclusions are accurately recorded;

    - assisting the communications between the Board and Management;

    - providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time;

    - preparing agendas and coordinating the preparation of the Board papers; and

    - Serve as a focal point for stakeholders’ communication and engagement on corporate governance issues.

**BOARD AND DIRECTORS’ PROFESSIONAL DEVELOPMENT**

The Board shall ensure that directors undergo appropriate induction on appointment and participate in continuing professional development to keep abreast of relevant business, regulatory, legal and governance developments.

The Board's approach to directors' professional development includes the following:

1. Newly appointed Board members are mandated to attend the Mandatory Accreditation Program Part I within four (4) months and Mandatory Accreditation Program Part II within 18 months from the date of appointment as required under the MMLR of Bursa Securities;

2. Newly appointed Board members, when taking up office, are to attend the Company’s

induction program, where they are fully briefed on the terms of their appointment, duties and responsibilities. New members will also be briefed on the operations of the Group to increase their understanding of the business and the environment and markets in which the Group operates, including visits to key sites;

3. Formal training and continuous education programs and workshops for the directors encompassing topics on directorship, business, industry, regulatory and legislative;

4. Informal sessions and discussion forums for the directors to share experiences and have constructive deliberations; and

5. All training attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

**ACCOUNTABILITY AND AUDIT**

**Financial Reporting**

1. The Board aims to present a clear and balanced assessment of the Group's and the Company's financial position and future prospects that extends to the annual and quarterly reports.

2. The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group and the Company in accordance with the approved accounting standards.

3. It is the practice of the Company to announce to Bursa Securities its quarterly financial results as early as possible within two (2) months after the end of each quarterly financial period.

4. It is the requirement for the Group to announce and submit to Bursa Securities its annual reports together with the audited financial statements early as possible within four (4) months after the financial year end closing or the timeline required by the Bursa Securities.

5. The auditors' report shall contain a statement from the auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements.

**Company Auditors**

1. The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company auditors through the ARMC.

2. The ARMC also keeps under review the scope and results of the audit and its cost-effectiveness as well as the independence and objectivity of the Company auditors. The ARMC ensures that the Company auditors do not supply a substantial volume of non-audit services to the Group and the Company and any practice that departs from this has to be disclosed in the ARMC Report and the sum payable for non-audit services to be disclosed in the annual reports.

3. Re-appointment of the Company auditors is subject to approval of shareholders at AGM. The Company auditors have to retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

**Internal Controls and Risk Management**

1. The Board has the overall responsibility of maintaining a system of internal controls, which provides reasonable assurance of effective and efficient operations and compliance with laws and regulations as well as with the Group's internal policies and procedures.

2. The Group has a well-resourced internal audit function, which critically reviews all aspects of the Group's and Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit (in-house) has direct access to the Board through the Chairman of the ARMC.

3. The Board ensures the system of internal controls and enterprise risk management are reviewed on a regular basis by the ARMC.

4. The ARMC receives reports regarding the outcome of such reviews on a regular basis.

**RELATIONSHIP WITH OTHER STAKEHOLDERS**

1. In the course of pursuing the vision and mission of the Group, the Board recognises that no business organisation can exist by maximising shareholders value alone. In this regard, the Group will take into consideration the needs and interests of other stakeholders as well.

2. The Board is responsible for:

    a) ensuring the Group's strategies promote sustainability;

    b) ensuring the rights of other stakeholders are not compromised;

    c) ensuring a proper policy had been in place by the Group which enable effective communication not just with shareholders, but with all stakeholders;

    d) establishing policies governing the Group's relationship with other stakeholders and the broader community; and

    e) establishing and maintaining environmental, employment and occupational health and safety policies.

**DISCLOSURE AND CONFLICT OF INTEREST**

The Constitution of the Company stipulates that every Director shall comply with the provisions of Sections 221 and 219 of the Companies Act 2016 in connection with the disclosure of the following:

1. interest in shares, debentures, participatory interests, rights, options; and

2. interest in any contract or proposed contract with the Company.

The guidelines for the Board and its Directors on conflict of interest are, among others, the following:

1. Directors must act in good faith at all times, where believing to be in the best interest of the Group and the Company. The definition of "interest" shall bear the meaning provided in Section 8 of the Companies Act 2016;

2. Directors have a general duty to make disclosure by giving written notice within a stipulated period of the Company of such events and matters relating to himself as

may be necessary or expedient to enable the Group and the Company or its officers to comply with the Companies Act (or similar legislation) and other relevant legislative requirements; and

3. No director may vote in respect of any other contract or proposed contract or arrangement in which he is interested, directly or indirectly, nor any contract or proposed contract or arrangement with any other company in which he is interested, directly or indirectly, either as an officer of that other company or as a holder of shares or other securities in that other company.

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

**REVIEW OF BOARD CHARTER**

This Charter will be reviewed annually and as and when required. The Charter is available on the Company's website (please refer to https://tinyurl.com/24757ayx in the Company's website www.gdexpress.com for the policy).