

SUNWAY

SUNWAY BERHAD

Registration No. 201001037627 (921551-D)

BOARD CHARTER

DULY APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF SUNWAY BERHAD AT THE BOARD OF DIRECTOR'S MEETING HELD ON 26 NOVEMBER 2025.

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1. INTRODUCTION

1.1. The Board of Directors of Sunway Berhad (“**the Board**”) regards corporate governance as vitally important to the success of Sunway Berhad’s (“**Sunway**” or the “**Company**”) business and is unreservedly committed to applying the principles necessary to ensure that the following principles of good governance is practised in all of its business dealings in respect of its shareholders and relevant stakeholders:

- The Board is the focal point of Sunway Group’s (“**Group**”) corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Group.
- 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 for ensuring the Group achieves a high level of good governance.
- This Board Charter shall constitute, and form, an integral part of each Director’s duties and responsibilities.

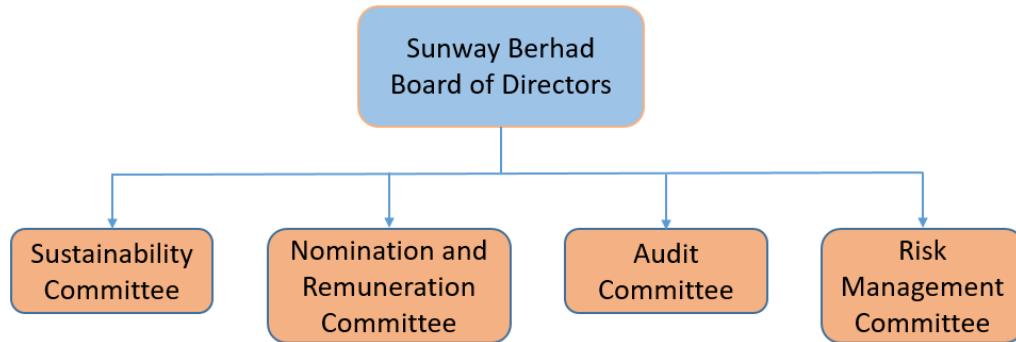
1.2. This Board Charter is subject to the provisions of the Companies Act 2016 (“**CA 2016**”), the Constitution of the Company, the Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), the Malaysian Code on Corporate Governance (“**MCCG**”) and any other applicable laws or regulatory requirements. This Board Charter shall be periodically reviewed and updated by the Board.

2. OBJECTIVES

2.1 The objectives of this Board Charter are to ensure that all Board members are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and to ensure that the principles and practices of good corporate governance are applied in all their dealings in respect, and on behalf of the Group.

In pursuit of the ideals in this Board Charter, the intention is to exceed "minimum legal requirements" with due consideration to recognised standards of best practices locally and internationally.

2.2 The governance structure of the Board is as follows:



3. THE BOARD

3.1. Role and Responsibilities

3.1.1. The Board is in charge of 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 in accordance with the CA 2016. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.

3.1.2. 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 Management.

3.1.3. The main functions and roles of the Board are as follows:

- Setting the vision, mission, objectives, goals and strategic plans for the Group with a view to maximising shareholders' value as well as ensuring long term sustainability of the Group's performance.
- Ensuring the strategic plans of the Group support long-term value creation and include strategies on economic, and environmental, social and governance ("**ESG**") considerations underpinning sustainability.
- Approving and reviewing the Group's strategies, budgets, plans and policies, including acquisitions, divestments, restructuring, funding and major capital expenditure as well as monitoring the implementation thereof by Management.
- Overseeing the conduct of the Group's businesses as well as supervising and assessing Management's performance to ensure that the businesses are properly managed to achieve its targeted returns.
- Identifying principal risks of the Group and ensuring the implementation of appropriate systems to mitigate and manage these risks. The Board through the Risk Management Committee ("**RMC**"), sets, where appropriate, objectives, performance targets and policies to manage the key risks faced by the Group.
- Setting the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks including sustainability risks relating to ESG.

- Reviewing the adequacy, integrity and effectiveness of the Group’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.
- Promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour.
- Developing and implementing a communications policy for the Group that enables effective communication with stakeholders.
- Ensuring that the Group has in place procedures to enable effective communication with stakeholders.
- Ensuring that the Group’s sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.
- Reviewing the adequacy and the integrity of the financial and non-financial reporting of the Group. The Board is supported by the Audit Committee (“AC”) to oversee the Group’s financial reporting processes and the quality of its financial reporting.
- Reviewing through the AC, any conflict of interest or potential conflict of interest (collectively, “COI”) that have arisen, continue to exist or may arise involving the Group, including but not limited to transactions, procedures or courses of conduct that raise concerns about the integrity of Management, together with the measures taken to resolve, eliminate or mitigate the COI, and ensure that the necessary disclosures are made in the AC Report.
- Ensuring that the senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and senior management.
- Overseeing human resources planning and development.

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

- COI issues relating to substantial shareholders or Directors and key senior management;
- Material acquisitions and disposals of undertakings not in the ordinary course of business;
- Material investments in capital projects;
- Material bid/tenders for construction projects;
- Overseas ventures;
- Annual business plan and budgets (including major capital commitments);
- Material corporate or financing exercise/restructuring;
- Dividend policy, declaration of dividend and Directors’ fees for shareholders’ approval;
- Annual and interim financial results;
- Management approval authority limits; and
- Corporate governance issues and related policies.

The ultimate responsibility, however, resides with the Board as any power exercised by the delegate is deemed to be exercised by the Board itself.

- 3.1.5. The Board has established a procedure whereby the Directors, collectively or individually, may seek independent professional advice in furtherance of their duties at the Company's expense.

3.2. Composition and Board Balance

- 3.2.1. The Board shall consist of qualified individuals with diverse experiences, backgrounds and perspectives. The composition and size of the Board are such that it facilitates the making of informed and critical decisions.
- 3.2.2. The Board members shall comprise majority Independent Directors and at least 30% women Directors.
- 3.2.3. The Board may appoint a Senior Independent Director ("**SID**") to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairperson (if the position of Chairperson and SID are held by different individuals) or the President have failed to resolve them.
- 3.2.4. If, on any matter discussed at a board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes will clearly reflect this.
- 3.2.5. The composition and size of the Board are reviewed from time to time to ensure its appropriateness and diversity.

3.3. Role, Responsibilities and Rights of Individual Directors

- 3.3.1. Directors shall at all times exercise their powers in accordance with the CA 2016, for a proper purpose and in good faith in the best interest of the Company.
- 3.3.2. Directors shall devote sufficient time to prepare for and attend Board and/or Board Committee Meetings as well as attend continuous training programmes/briefings.

3.4. Independent Directors

- 3.4.1. The Board may appoint a SID to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairperson or the President have failed to resolve them. The role of SID includes acting as:
- A sounding board for the Chairperson (if the position of Chairperson and SID are held by different individual);
 - An intermediary for other Directors when necessary;
 - The point of contact for shareholders and other stakeholders when necessary or deem appropriate; and
 - Provide leadership support and advice to the Board in the event the Board is undergoing a period of stress.
- 3.4.2. The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.

- 3.4.3. The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration.
- 3.4.4. The views of the Independent Directors carry significant weight in the Board's decision-making process.
- 3.4.5. The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director.
- 3.4.6. The Board, through the Nomination and Remuneration Committee (“**NRC**”), shall assess the independence of the Independent Directors annually, taking into consideration interests disclosed by the Independent Directors and having regard to the criteria for assessing the independence of the Directors under the annual Board Assessment.

3.5. Appointment and Removal of Director

- 3.5.1. The appointment and removal of a Director is a matter for consideration and decision by the Board upon appropriate recommendation from the NRC.
- 3.5.2. New Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Company.
- 3.5.3. A fit and proper assessment, taking into consideration of the fit and proper criteria set out in the Fit and Proper Policy of the Company, shall be conducted on any person identified to be appointed as a Director prior to his/her appointment.
- 3.5.4. In assessing a person’s fitness and propriety, the Board through the NRC, shall consider all relevant factors based on the following considerations:
 - (a) Character and integrity;
 - (b) Experience and competence; and
 - (c) Time and commitment.
- 3.5.5. Directors are required to seek prior consent from the Chairperson of the Board before they accept any new directorship in public listed companies outside the Group. In the event it involves the Chairperson of the Board, the matter shall be decided by the Chairperson of the NRC.
- 3.5.6. In identifying candidates for appointment of Directors, the Board shall not solely rely on the recommendations from existing Board members, Management or major shareholders and shall ensure that each appointment meets the procedures set out in the Policy on Selection and Assessment of Members of the Board and Board Composition of the Company.
- 3.5.7. Where a Director is removed from office, the Company must forward to Bursa Securities a copy of any written representations made by the Director in question at the same time as copies of such representations are sent to the shareholders of the Company under Section 207(3)(b) of the CA 2016, unless copies of such

representations need not be sent out because of the circumstances specified in Section 207(5) of the CA 2016.

- 3.5.8. The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointment and removal of Director are properly executed.

3.6. Directors' Continuous Education Training

- 3.6.1. In addition to the Mandatory Accredited Programme (MAP) as required by Bursa Securities, Board members are also encouraged to attend seminars and training programmes organised by the relevant regulatory authorities and professional bodies to broaden their knowledge and to keep abreast with the relevant changes in laws, regulations and the business environment. The Board will assess the training needs of the Directors and disclose in the Integrated Annual Report the trainings attended by the Directors.

- 3.6.2. The Board is also constantly updated by the Company Secretary on changes to the relevant guidelines on the regulatory and statutory requirements.

3.7. Re-election

- 3.7.1. The Company's Constitution provides that one-third (1/3) of the Board is subject to retirement by rotation at each Annual General Meeting. Each Director shall retire once at least in each three (3) years but shall be eligible for re-election. The Directors to retire in each year are those who have been longest in office since their last election or appointment.

- 3.7.2. A fit and proper assessment shall be conducted on the retiring Directors prior to their proposed re-election as a Director. The re-election of a Director should be contingent upon satisfactory evaluation of the Director's performance and contribution to the Board.

- 3.7.3. The Board shall ensure shareholders have the required information to make an informed decision on the appointment and re-election of a Director. The Board shall also provide a statement as to whether it supports the appointment and re-election of the Director and the reasons why.

3.8. Board Meetings and Supply of Information

- 3.8.1. The Board meets regularly at least once every quarter to facilitate the discharge of their responsibilities e.g. to review financial, operational and business performances. Members of the Management who are not Directors may be invited to attend and speak at meetings on matters relating to their sphere of responsibility.

- 3.8.2. Notices and agenda of meetings duly endorsed by the Chairperson together with the relevant board papers are normally given at least one (1) week prior to the meetings for the Board to study and evaluate the matters to be discussed.

However, genuine urgent matters and exceptional circumstances could fall outside these timing requirements, and shorter notice would be allowed with the Chairperson's consent and approval.

- 3.8.3. The board papers provided include inter alia, the financial results, business plan and budget, progress report on the Company's developments, minutes of meetings of Board Committees, regulatory/statutory updates and other operational and financial issues for the Board's information and/or approval.

4. CHAIRPERSON AND PRESIDENT

There is a balance of power and authority between the Chairperson and the President with a clear division of responsibility between the running of the Board and the Company's businesses respectively. The positions of Chairperson and President are separated and clearly defined.

4.1. Chairperson

- 4.1.1. The roles of the Executive Chairperson, Non-Executive Co-Chairperson and Executive Deputy Chairperson are as follows:

a) Roles of Executive Chairperson

The roles of the Executive Chairperson comprise:

- He/she is responsible for the leadership to the Board and ensuring the Board's effectiveness in discharging its fiduciary duties. He/she is responsible for setting the visions, values and standards for the Company.
- He/she provides support and guidance to senior management officers on operation matters and to help facilitate management succession planning.
- He/she grooms and mentors senior management officers to achieve consistently high levels of professionalism and excellent performance.
- He/she chairs the Board Executive Committee meetings.

b) Roles of Non-Executive Co-Chairperson

The roles of the Non-Executive Co-Chairperson comprise:

- He/she is responsible for:-
 - (a) ensuring the integrity and effectiveness of the governance process of the Board;
 - (b) maintaining a relationship of trust with and between the Executive and Non-Executive Directors;
 - (c) ensuring the provision of accurate, timely and clear information to Directors;
 - (d) leading the Board in the adoption and implementation of good corporate governance practices in the Group;
 - (e) ensuring effective communication with shareholders and relevant stakeholders; and
 - (f) ensuring that members of the Board work together with the Management in a constructive manner to address strategies, business operations, financial performance and risk management issues.

- He/she chairs Board meetings and ensures the following:-
 - (a) All relevant issues are on the agenda of board meetings;
 - (b) Adequate time is available for the Board to debate thoroughly on strategic and critical issues;
 - (c) Board receives the necessary management reports relating to the Company's business on a timely basis; and
 - (d) All Directors are able to participate openly in discussions at board meetings.
- He/she ensures that the Board members are properly briefed on issues deliberated at board meetings and that all necessary information on an issue is presented in a clear and concise manner.
- He/she will act as facilitator at board meetings to ensure that no Board member, whether executive or non-executive, dominates discussion, that appropriate discussion takes place and that relevant opinion among Board members is forthcoming.
- Decisions at any board meeting shall be decided by a majority of votes. In the case of a deadlock situation, the Co-Chairperson shall have a second or casting vote, except that where two (2) Directors form a quorum and only two (2) Directors are present, or where there are only two (2) Directors who are competent to vote on the question at issue, the Co-Chairperson shall not have a casting vote.
- He/she provides leadership to the Board and is responsible for the developmental needs of the Board.
- He/she ensures the smooth functioning of the Board and the governance structure and driving positive culture in the Board.
- He/she ensures that procedures and processes are in place to facilitate effective conduct of business by the Board.
- He/she chairs general meetings of the Company.

c) Roles of Executive Deputy Chairperson

The roles of the Executive Deputy Chairperson comprise:

- He/she spearheads the Group's international expansion.
- He/she identifies and pursues new market opportunities.
- He/she oversees the on-going development of Sunway City Iskandar Puteri, Johor.

4.2. President

4.2.1. The roles of the President and Deputy Presidents are as follows:

a) Roles of President

The roles of the President comprise:

- The President is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions.
- The President has the executive responsibility for the day-to-day operation of the Company's business, and the execution of the agreed business policies and directions set by the Board and of all operational decisions in managing the Group.
- All Board authorities conferred on the Management is delegated through the President and this will be considered as the President's authority and accountability.

b) Roles of Deputy Presidents

(i) Datuk Mohd Anuar bin Taib oversees the following 6 core business divisions:

- Sunway Property;
- Sunway Healthcare Group;
- Sunway Quarry;
- Sunway Trading and Manufacturing;
- Sunway Building Materials Group; and
- Sunway Malls.

(ii) Evan Cheah Yean Shin's roles comprise:

- He focuses on accelerating Sunway Group's digital transformation.
- He leads Sunway Group's strategic investments and emerging businesses.
- He oversees the following functions:
 - Group Finance;
 - Group Human Resources;
 - Group Digital Technology Solutions and Digital Hub;
 - Group Strategy;
 - Group Secretarial;
 - Sunway Multicare Pharmacy; and
 - Digital and Strategic Investment.

4.2.2. The responsibilities of the Management are as follows:

- Formulate, recommend and implement the strategic objectives of the Company;
- Translate the approved strategic plans into operational and financial action plans;
- Manage the Group's human, physical and financial resources to achieve the Group's objectives;
- Operate within the delegated authority limits set by the Board;
- Assume the day-to-day responsibilities for the Group's conformance with relevant laws and regulations, its compliance framework and all other aspects of the day-to-day running of the Group;
- Develop, implement and manage the Group's risk management and internal control systems within the risk appetite and framework approved by the Board;
- Develop, implement and update policies and procedures;
- Keep pace with industry and economic trends in the Group's operating environment; and
- Provide the Board with accurate, timely and clear information to enable the Board to perform its responsibilities.

5. BOARD COMMITTEES

The Board may from time to time establish Board Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board has delegated some of its powers and functions to the following Board Committees with specific terms of reference:

- AC
- NRC
- RMC
- Sustainability Committee (“**SC**”)

5.1. AC

- 5.1.1. The AC comprises not less than three (3) members, all of whom are Independent Directors. The Chairperson of the AC shall not be the Chairperson of the Board.
- 5.1.2. No alternate Director can be appointed as a member of the AC.
- 5.1.3. The AC is responsible to provide oversight of the financial reporting process, audit process, system of internal controls and compliance with applicable financial reporting standards and regulations as well as COI and related party transactions.
- 5.1.4. The AC meets on a quarterly basis to carry out its functions. However, upon the request of any member of the AC, non-member Directors, the Internal or External Auditors, the Chairperson shall convene additional meeting to consider the matters brought to its attention.

- 5.1.5. The President, Chief Financial Officer, Internal Auditors and External Auditors attend the meetings at the invitation of the AC.
- 5.1.6. The Board shall through the NRC, review the performance of the AC annually.
- 5.1.7. The Terms of Reference of the AC is appended as Appendix 1 to the Board Charter.

5.2. NRC

- 5.2.1. The NRC comprises not fewer than three (3) Non-Executive Directors, a majority of whom must be independent. No alternate Director shall be appointed as a member of the NRC.
- 5.2.2. The responsibilities of the NRC are as follows:
 - a) reviewing the succession planning as well as appointment and re-election of Directors, and overseeing the development of a diverse pipeline for Board and Management succession;
 - b) assessing the effectiveness of the Board as a whole as well as the performance of each Director annually;
 - c) recommending to the Board, the proposed remuneration for Directors and key senior management and the renewal of the terms of employment contracts for Executive Directors, with the aim of ensuring that the Company attracts and retains the Directors and key senior management needed to manage the Group successfully;
 - d) recommending to the Board, the remuneration policy for Directors and key senior management; and
 - e) reviewing the organizational health of the Group to ensure alignment with the Group's overall philosophy and strategy/direction.
- 5.2.3. The Terms of Reference of the NRC is appended as Appendix 2 to the Board Charter.

5.3. RMC

- 5.3.1. The RMC comprises not less than 3 members, a majority of whom must be Independent Directors. No alternate Director shall be appointed as a member of the RMC.
- 5.3.2. The RMC is responsible for overseeing the Group's overall risk management framework and all its related policies. The RMC reviews the risk management framework and processes to ensure that they remain relevant for use, and monitors the effectiveness of risk management/mitigation action plans for the management and control of the key risks.
- 5.3.3. The Terms of Reference of the RMC is appended as Appendix 3 to the Board Charter.

5.4. SC

- 5.4.1 The SC comprises not less than three (3) members with at least two (2) members being Independent Non-Executive Directors.

- 5.4.2 The SC is responsible for reviewing, supervising and recommending sustainability strategies and issues, key ESG targets and performance, progress and scorecard to the Board to advance the sustainability leadership of the Group.
- 5.4.3 The Terms of Reference of the SC is appended as Appendix 4 to the Board Charter.

6. BOARD AND BOARD COMMITTEE EVALUATION

- 6.1 The Board, through the NRC, shall evaluate the effectiveness of the Board and Board Committees as well as the performance of individual Directors annually. All such assessments shall be properly documented. The Board shall also engage an independent expert to facilitate objective and candid board evaluation, when necessary.
- 6.2 The results of the performance assessment will form the basis of the NRC's recommendation to the Board for the re-election of Directors as well as for the necessary training and development needs for the Board, Board Committees and individual Board members.

7. REMUNERATION LEVELS OF DIRECTORS

- 7.1. The remuneration of the Executive Directors is structured on the basis of linking rewards to corporate and individual performance. The Company has in place a policy to determine the remuneration of Executive Directors and key senior management. The Board is assisted by the NRC in reviewing the suitable remuneration for the Executive Directors and key senior management.
- 7.2. For Non-Executive Directors, they receive a basic fee, an additional fee for serving on the Board Committee(s) and meeting allowance for participation in meetings of the Board and any of the committee meetings.
- 7.3. Information prepared by independent consultants and survey data on the remuneration practices of comparable companies are taken into consideration in determining the remuneration packages for Executive and Non-Executive Directors.
- 7.4. The Board as a whole resolves on the fees for the Non-Executive Directors with individual Directors abstaining from decisions in respect of their individual remuneration. The fees and benefits payable to the Non-Executive Directors are subject to the approval of shareholders.

8. FINANCIAL REPORTING

8.1 Transparency

- 8.1.1. In presenting the annual financial statements, Integrated Annual Report and quarterly results to shareholders, the Board aims to provide a balanced and meaningful disclosure and assessment of the Group's financial position, performance and prospects.

- 8.1.2. The Board ensures that the financial statements are prepared so as to give a true and fair view of the financial status of the Company in accordance with the approved accounting standards and the CA 2016. The Board is supported by the AC to oversee the Group's financial reporting processes and the quality of its financial reporting.

8.2 External Auditors

- 8.2.1. 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 External Auditors through its AC.
- 8.2.2. The Board via the AC also keeps under review the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the External Auditors. The Board ensures that the External Auditors do not render a significant volume of non-audit services to the Group in conflict with the functions of the External Auditors.
- 8.2.3. Appointment of the External Auditors is subject to approval of shareholders at general meeting of the Company. The External Auditors have to retire during the Annual General Meeting of the Company every year and be re-appointed by shareholders for the ensuing year.

8.3 Internal Controls and Risk Management

- 8.3.1. The Group has an in-house internal audit function, which critically reviews all aspects of the Group's activities and its internal controls. Comprehensive audits of the practices, procedures, financial performance and internal controls of all business units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit has direct access to the Board through the Chairperson of the AC.
- 8.3.2. The Board has overall responsibility for maintaining sound internal control systems that cover financial controls, effective and efficient operations, compliance with laws and regulations as well as risk management, that will provide a reasonable assurance that the Company's assets are safeguarded against unauthorised use or disposition and the system is reviewed on a regular basis.
- 8.3.3. The Company has established a risk management framework. This enables the Group to identify, assess and mitigate risks that may prevent the Group from achieving its objectives. The RMC receives reports regarding the risks review on a regular basis.
- 8.3.4. The Board determines the Group's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investments and the Group's assets.

9. DEALING IN SECURITIES

- 9.1. The Company Secretary keeps the Board and Principal Officers of the Company informed on quarterly basis in respect of the procedures for dealing in securities of the Company during and outside the Closed Period so as to ensure compliance with the Listing Requirements.

- 9.2. A Director and Principal Officer must not deal in the securities of the Company as long as he/she is in possession of price-sensitive information relating to the Company. "Price-sensitive information" means information that "on becoming generally available would or would tend to have a material effect on the price or value of securities".

10. COI AND TRANSACTION INVOLVING DIRECTORS

- 10.1. COI refers to a situation where:
- a) the interests of the Director or person connected with such Director, interfere, or appear to interfere, with the interests of the Company and/or its subsidiaries; or
 - b) the Director or person connected with such Director has interests that may make it difficult to perform his/her role objectively and effectively.

COI is not limited to direct financial interest but also include an indirect financial interest, non-financial interest (e.g. arising from relationships whether family, business or professional interests), or competing loyalties or interests.

Conflict may be actual or potential, may be financial or non-financial or may arise from competing loyalties or interests.

A potential COI is a COI that has yet to materialise or happen, but may arise subsequently due to, among others, prevailing relationships or interests of the Director.

- 10.2. COI is a conflict arising from the interest (direct or indirect) of a Director or major shareholder or person connected with such Director or major shareholder in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries.
- 10.3. Where a Director has an interest (direct or indirect) in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries, he/she may be biased in making the commercial or regulatory decision which could be to the detriment of the Company or its subsidiaries.
- 10.4. Directors can be regarded as having a COI where the company, he or she is associated with, may have or potentially have derived an advantage from him/her being a Director. Therefore, a Director is required at all times to declare such actual or potential conflict and if so required by the Board, to withdraw from any voting or deliberation of a matter in which the Director may have an interest.
- 10.5. The CA 2016 provides that a Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the Company shall be counted only to make the quorum at the board meeting but shall not participate in any discussion while the contract or proposed contract is being considered at the board meeting and shall not vote on the contract or proposed contract.
- 10.6. Where a contract or proposed contract is entered into in contravention of Section 221 of the CA 2016, the contract or proposed contract shall be voidable at the instance of the Company except if it is in favour of any person dealing with the

Company for a valuable consideration and without any actual notice of the contravention. A Director who contravenes Section 221 of the CA 2016 shall be guilty of an offence against the CA 2016.

- 10.7. The Listing Requirements further provide that a Director with any interest, direct or indirect, must abstain from Board deliberation and voting on the relevant resolution in respect of the related party transaction.
- 10.8. All Directors are required to fill up the Annual Self-Declaration Form of COI by a Director and are subject to the Board's review. The Company Secretary shall maintain the COI register for the Board.

11. CODE OF CONDUCT & BUSINESS ETHICS

- 11.1. The Board is responsible for formalising and maintaining a set of ethical standards of behaviour expected of all Directors and employees of the Group, and where applicable, counterparts and business partners through the Code of Conduct & Business Ethics ("**Code**").
- 11.2. The Code emphasizes and advocates the principles of discipline, good conduct, professionalism, loyalty, integrity and cohesiveness that are critical to the success and well-being of the Group. It also addresses COI, no gift policy, anti-bribery and corruption, and responsibilities to protect the environment among others.

12. WHISTLEBLOWING POLICY AND PROCEDURES

- 12.1. The Board has in place a Whistleblowing Policy and Procedures which provides a mechanism for all employees and stakeholders to report concerns of any suspected wrongdoing, inappropriate behaviour or misconduct relating to fraud, corrupt practices and/or abuse. Notwithstanding that the AC and the Internal Audit Department are responsible for the administration and compliance with this policy, the Board has overall responsibility for this policy and shall oversee the implementation of this policy. The Whistleblowing Policy and Procedures shall be periodically reviewed and updated by the Board to assess its effectiveness, and in any event, at least once every three (3) years.

13. ANTI-BRIBERY AND CORRUPTION POLICY

- 13.1. The Board is committed to conducting business dealings with integrity, honesty and respect. This means avoiding practices of bribery and corruption of all forms in the Group.
- 13.2. The Board established an Anti-Bribery and Corruption Policy with the aim of providing guidance to the employees and/or any person associated with the Group concerning how to deal with bribery and corruption and related issues that may arise during the course of business. It reiterates the Board's commitment to full compliance with the Malaysian Anti-Corruption Commission ("**MACC**") Act 2009 (as amended by the MACC (Amendment) Act 2018) and any other anti-bribery and corruption laws that may be applicable.
- 13.3. The Board shall ensure that corruption risk is included in its annual risk assessment of the Group.

14. GENERAL MEETING

- 14.1. The Company regards the general meeting as an important event in the corporate calendar of which all Directors and key senior management should attend.
- 14.2. The Company regards the general meeting as the principal forum for engagement with shareholders and aims to ensure that the general meeting provides an important opportunity for effective communication with, and constructive feedback from the Company's shareholders.
- 14.3. The Chairperson encourages active participation by the shareholders during the general meeting.
- 14.4. The Company leverages on technology to facilitate wider shareholders' participation and voting through electronics means at the general meeting which is held either virtually, hybrid or physically.
- 14.5. All resolutions tabled at the general meeting will be conducted by poll voting.
- 14.6. The Chairperson, Board members and Management will respond to shareholders' queries during the general meeting.
- 14.7. Minutes of the Company's general meeting will be uploaded onto the Company's website no later than thirty (30) business days after the general meeting

15. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

- 15.1. The Board values constant dialogue and is committed to clear communication with shareholders and investors. In this respect, as part of the Group's active investor relations programme, discussions and dialogues are held on regular basis with fund managers, financial analysts, shareholders and the media to convey information about the Group's performance, corporate strategy and other matters affecting shareholders' interests.
- 15.2. The Company communicates information to shareholders and the investing community through announcements that are released to Bursa Securities via Bursa LINK. Such announcements include the quarterly results, material transactions and other developments relating to the Group requiring disclosure under the Listing Requirements of Bursa Securities. Communication channels with shareholders are also made accessible via:-
 - Press and analysts' briefings;
 - One-on-one/group meetings, conference calls, investor luncheons, domestic/overseas roadshows and conferences;
 - Integrated Annual Reports;
 - Press releases on major developments; and
 - The Company's website at www.sunway.com.my.
- 15.3. In addition to published Integrated Annual Report and quarterly results announced to Bursa Securities, the Company has established a website at www.sunway.com.my from which investors and shareholders can access for

information. Minutes of general meetings are uploaded in the Company's website for public viewing.

- 15.4. While the Company endeavours to provide as much information as possible to its shareholders and stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

16. SUSTAINABILITY

The Company is committed to achieving the United Nations 17 Sustainable Development Goals (“SDG”), by aligning its business strategies to meet the needs of all its stakeholders in line with the SDG agenda. The Company's commitment to strong ESG practices is embedded throughout the organization. The ultimate objective is to achieve good financial performance in order to fuel long term sustainable growth and thereby, enhancing shareholders' value and contributing to the community it operates and nation building.

17. RELATIONSHIP WITH OTHER STAKEHOLDERS

In the course of pursuing the vision and mission of the Company, the Board recognises that in maximising shareholders value, the needs and interests of other stakeholders are also taken into consideration.

17.1 Employees

17.1.1 The Board acknowledges that the employees are invaluable assets of the Company and play a pivotal role in achieving the vision and mission of the Company.

17.1.2 The Company adopts comprehensive and documented policies and procedures with respect to occupational safety and health with the objective of providing a safe and healthy working environment for all employees.

17.1.3 The Company also adopts a Code of Conduct and Business Ethics which provides the ethical framework to guide actions and behaviours of all Directors and employees.

17.2 Environment

17.2.1. The Board acknowledges the need to safeguard and minimise the impact on the environment in the course of achieving the Company's vision and mission.

17.2.2. The Company adopts comprehensive and documented policies and procedures as part of its commitment to protect the environment and contribute towards sustainable development.

17.2.3. The Company is committed to drive the environmental agenda.

17.3 Corporate Social Responsibility

17.3.1. The Board acknowledges that the Company should play a vital role in contributing towards the welfare of the community in which it operates.

- 17.3.2. The Company adopts comprehensive and documented policies and procedures towards responsible marketing and advertising of its products and services.
- 17.3.3. The Company supports charitable causes and initiatives on community development projects.

18. COMPANY SECRETARY

- 18.1. The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- 18.2. The Company Secretary is accountable to the Board on all governance matters.
- 18.3. 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 applicable to the Company.
- 18.4. The roles and responsibilities of the Company Secretary shall include, but are not limited to the following:
 - (a) Manage all Board and Board committees meeting logistics, attend and record minutes of all Board and Board committee meetings and facilitate Board communications;
 - (b) Ensure that the decisions of the Board and Board Committees are relayed to Management to act upon;
 - (c) Advise the Board on its roles and responsibilities;
 - (d) Facilitating the orientation of new Directors and assisting in Directors' trainings and developments;
 - (e) Advise the Board on corporate disclosures and compliance with company and securities regulations and Listing Requirements;
 - (f) Manage processes pertaining to the annual shareholder meeting;
 - (g) Monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
 - (h) Serve as a focal point for stakeholders' communication and engagement on corporate governance issues; and
 - (i) Provide updates and assist the Board with the interpretation of regulatory requirements related to company and securities regulations as well as Listing Requirements.
- 18.5. The Company Secretary must keep abreast of, and inform the Board of current governance practices. The Company Secretary should undertake continuous professional development.
- 18.6. The Board members have unlimited access to the professional advice and services of the Company Secretary.

19. REVIEW OF THE BOARD CHARTER

- 19.1. The Board will review this Board Charter periodically or as changes arise to ensure that the allocation of responsibilities reflects the dynamic nature of the relationship necessary for the Company to adapt to changing circumstances. Any amendment to the Board Charter can only be approved by the Board.