

VANZO HOLDINGS BERHAD
[Registration No.: 202301051922 (1545836-M)]
(Incorporated in Malaysia)
("Company")

BOARD CHARTER

1. Purpose of the Board Charter

The Board Charter ("**Charter**") sets out the roles, responsibilities and authorities of the Board (as defined herein), both individually and collectively, and of the management setting the direction, management and control of Vanzo Holdings Berhad ("**Company**"). The objective is to promote corporate governance practices that enhance transparency, accountability and integrity in boardroom activities as well as to ensure proper oversight of sustainability management.

The conduct of the Board of the Company is also governed by the Constitution of the Company adopted by the Company.

The Charter is designed to serve as a tool of the Board to provide guidance and clarity for Directors and Management (as defined herein) regarding the roles and responsibilities of the Board and its Board Committees, the requirements of directors in carrying out their stewardship role and in discharging their duties towards the Company and the Board's operating procedures.

It is also a policy document that the Board has decided upon to meet its statutory and other responsibilities and serves as a reminder for the Board of the statutory framework within which it operates. In addition, the Charter also serves as a source of reference to all stakeholders. As a cornerstone of the Company's governance system, the Charter needs to be treated as a living document, closely aligned with the strategic direction of the Company. It needs to be reviewed and updated regularly and used as an important induction tool for new Directors (as defined herein) in this Charter. Thus, the Board shall review and update the Charter annually to keep the Charter current and raise the directors' awareness of the Company's overall policy framework. The Charter, including the Terms of Reference of the Board Committees are made available on the Company website at www.vanzoasia.com.

2. Mission and Vision

Mission

We want to let people enjoy world-class quality air fragrance at a reasonable price.

Vision

We aim to be an air fragrance brand in Asia known for our quality and commitment to safety.

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Core Value

We rely on the core values of "Responsibility, Enthusiasm, Gratitude, Respect and Efficiency" to build a long-lasting business.

3 Interpretation

3.1 In this Charter:

"Annual General Meeting" or "AGM" means annual general meeting of the Company

"Board" means the board of Directors of the Company;

"Board Committees" means committees established by the Board from time to time, including the Audit and Risk Management Committee, Nominating Committee, and Remuneration Committee.;

"Bursa Securities" means Bursa Malaysia Securities Berhad;

"Business" means the business of the Group;

"CA 2016" means the Companies Act, 2016

"Chairman" means the Chairman of the Board and is used in a gender-neutral sense;

"Company" means Vanzo Holdings Berhad

"Company Secretary(ies)" means the secretary as defined under Section 235 of the CA 2016;

"Directors" means members of the Board;

"EGM" means Extraordinary General Meeting;

"Group CEO/MD" means Group Chief Executive Officer or Managing Director;

"Group" means the Company and all its subsidiaries;

"Independent Directors" or "IDs" is defined in accordance with Guidance Note 9 of the Listing Requirements;

"Listing Requirements" means the ACE Market Listing Requirements of Bursa Securities;

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“Large Shareholder(s)” means a person who:

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

“Mandatory Accreditation Programme” means the mandatory accreditation programme prescribed under the Listing Requirements;

“Management” means the group of executives or individuals responsible for overseeing and directing the overall operations and strategic direction of the Group, including senior executives, middle managers and lower-level managers;

“ED” means Executive Director of the Company;

“NED” means Non-Executive Director of the Company;

“Senior Management” means Group CEO/MD, Chief Operating Officer, Chief Financial Officer, Chief Sustainability Officer and other top executives who are responsible for making major decisions and setting the strategic direction of the Group;

“Shareholders” means the shareholders of the Company; and

“The Code” means Code of Conduct and Ethics of the Company.

4. Role of the Board and its Principal Responsibilities

- 4.1 The Charter develops a shared understanding of the Board’s role throughout the Company and assists the Company’s leadership in delivering good governance.
- 4.2 The Board is collectively ultimately responsible for establishing all strategies and policies relating to the running of the Group and the creation of long-term shareholder value, whilst taking into account the interests of other stakeholders.
- 4.3 All Directors should objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Group. All Directors must act with integrity, led

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by example, keep abreast of his responsibilities as a director and of the conduct, business activities and development of the Group.

- 4.4 The role of the Board is to govern the Company rather than manage it. In governing the Company, the Directors must act in the best interests of the Group as a whole. The role of Senior Management is to manage the Company in accordance with the direction and delegations of the Board, and it is the responsibility of the Board to oversee the activities of management in carrying out the delegated duties.
- 4.5 The Board should have sufficient understanding and knowledge of sustainability issues that are relevant to the Group and its Business, to discharge its role effectively. To ensure the Board is equipped and ready to execute its role, they should identify its professional development needs concerning sustainability and ensure these are addressed. The Board should also periodically review and consider whether a change in its composition or its skills matrix is required to strengthen board leadership, oversight of sustainability issues, as well as the need to bring new skills and perspective to the boardroom.
- 4.6 The principal responsibilities of the Board are as follows:
- (a) adopting and reviewing a strategic plan, as developed by the Management, taking into account the sustainability and long-term value creation of the Group's Business and strategic, with attention given to the economic, environmental, social considerations underpin sustainability and governance aspects of the Business;
 - (b) setting and taking responsibility of the Group's sustainability policy to oversee, together with the Management, to meet the Group's sustainability goals to maintain the confidence of stakeholders;
 - (c) reviewing, challenging, and deciding on the Management's proposals on matters for the Group including, but not limited to corporate strategy business plan and budget, and monitor the implementation by the Management;
 - (d) supervising and overseeing the conduct of the Group's business, including assessing and monitoring the performance of the Management to determine whether the business is properly managed;
 - (e) identifying and assessing the principal business risks faced by the Group and ensuring the implementation of appropriate internal controls and mitigating measures to manage such risks;
 - (f) setting the risk appetite within which the Board expects the Management to operate and ensure that there is an appropriate annual review and periodic testing of the Group's internal control and risk management framework. The

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framework adopted by the internal auditors of the Group will be based on an internationally recognised risk management framework;

- (g) adopting a succession planning policy of the Board and the Senior Management and regularly reviewing the succession plan of the Group, including appointing, training, compensating and where appropriate, to provide for the orderly succession of senior management;
- (h) establishing a corporate disclosure policy and overseeing the implementation of the Shareholders communication policy and an investor relations programme for the Group;
- (i) setting corporate values and promoting, together with the Management, good governance culture within the Group which reinforces the accountability, transparency, integrity, and professional behaviour and ensuring that its obligations to shareholders and other stakeholders are met;
- (j) ensuring that governance in the Group is implemented holistically through a group governance framework and overseeing the Group's adherence to the Group's policies;
- (k) ensure the integrity of the Group's financial and non-financial reporting. Courts have held that it is the duty of every Director to review financial statements of the Group and carefully consider whether the disclosures are consistent with the Directors' own knowledge of the Group's affairs; and
- (l) maintaining and keeping proper records and accounts for the Group.

4.7 In discharging the above responsibilities, Directors are expected to:

- (a) be aware of the Group's operating environment;
- (b) at all times act in good faith, honesty and in the best interests of the Group. They should exercise independent judgement with reasonable care, skill and diligence, considering the interests of employees, business relationships, and the impact on the communities and the environment;
- (c) at all times should avoid conflicts of interest that may arise or persist and declare any interests in transactions at a meeting of the Directors of the Company pursuant to the CA 2016, the Constitution and any rules and regulations. The Directors shall observe the related party transaction policy duly established by the Board;
- (d) the Independent Directors must understand their oversight role, including the exercise of independent and objective judgment in decision making;

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- (e) must commit sufficient time and efforts to their duties;
- (f) take an active interest in the Group's affairs, obtain a general understanding of the Business and follow up anything untoward that comes to his/her attention;
- (g) only exercise powers (such as the power to delegate) under the terms for which he/she is granted and for a proper purpose, and act under the Company's Constitution;
- (h) ensure compliance with the relevant rules, regulations and laws;
- (i) should provide leadership within a framework of prudent and effective controls which enables risk to be assessed and managed;
- (j) should set the Group's values and standards, and meet obligations to stakeholders;
- (k) shall not make use of any information acquired by his/her position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Group;
- (l) should actively contribute to Board discussions and deliberation of issues by providing sound advice based on their experience and expertise they bring to the Board as well as any additional knowledge, skill and experience which they have and may be guided as follows:
 - (i) ensure that the Company or Group has established an effective governance system and process, including compliance with regulatory requirements;
 - (ii) avoid hasty decision-making and allocate sufficient time for evaluations;
 - (iii) should have access to the board papers and the necessary information before meetings;
 - (iv) additional meetings can be convened for further information if required;
 - (v) informed decisions should be made based on provided information, as well as analysis and advice from independent professional advisers;
 - (vi) should avoid undue pressure from dominant personalities or nominees of significant Shareholders; and
 - (vii) reply on others when there is a sound basis for doing so.

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- (m) must attend regular training programmes to stay informed about changes in regulatory requirements to which the Group is subject.
- 4.8 Ensure the direction and control of the Company are in the hands of the Board, a formal schedule of matters reserved for the Board's deliberation and decision is set out in **Appendix A** of this Charter.
- 4.9 The Board shall establish an internal audit function that is independent of the activities it audits. The Board should appoint a head of internal audit or outsource the internal audit function to an external consultant who reports directly to the Audit and Risk Management Committee. The Board should also ensure that internal controls and risk assessment systems are periodically tested to ensure integrity and soundness.

5. Board Composition and Structure

5.1 Board Balance and Composition

- 5.1.1 The Board shall be led by a Chairman, appointed by the Board, and comprise at least two (2) members or one-third (1/3) of the Board, whichever is higher, who are IDs in accordance with the Listing Requirements. If the number of Directors are not three (3) or multiples of three (3), then the number nearest to one-third shall be used for purposes of determining the requisite number of IDs.

The Board must have at least one (1) woman director. Whilst the Company's Constitution allows for no less than two (2) nor more than fifteen (15) Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company's Business.

As part of the Company's corporate governance policy, the Board has set forth guidelines for filling vacancies. In the event of any vacancy in the Board, resulting in non-compliance with at least two (2) directors or one-third (1/3) of the Board, whichever is the higher, are IDs, the Company must fill the vacancy within three (3) months. Additionally, the goal of the Company is to achieve at least half (1/2) of the Board comprises IDs, ensuring the Board maintains a balance of oversight and expertise.

- 5.1.2 The Chairman of the Board should not be a member of the Audit and Risk Management Committee, Nominating Committee and Remuneration Committee.
- 5.1.3 An ID must fulfil the prescribed criteria as defined in accordance with the Listing Requirements. The mere presence of IDs on the Board does not guarantee the exercise of independent and objective judgment, as their judgment can be

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compromised by factors such as familiarity or close relationship with other board members.

- 5.1.4 Therefore, the Board with assistance from the Nominating Committee undertakes to carry out annual assessment of the independence of the IDs and focus beyond the IDs' background, economic and family relationships and consider whether the ID(s) can continue to bring an independent and objective judgment to board deliberations and decision-making process.

The Listing Requirements emphasise that even if a person does not fall under any of the disqualifying indicators specified in Guidance Note 9 of the Listing Requirements, both the Director and the Board must still adhere to the spirit, intention and purpose of the definition of an ID.

There should be a conscious application of the test of to determine if the said Director can exercise independent judgment and act in the best interest of the Company. This includes assessing independence of mind and independence in appearance.

The Nominating Committee will carry out the independence of mind test to ascertain if the Director's state of mind allows them to make unbiased judgments without being influenced by factors that compromise objectivity. The independence in appearance test examines whether the Director is free from any personal, family or economic interests that could raise doubts their objectivity.

- 5.1.5 The attributes of collegial yet independent decision-making, that must be vested in the ID, will be determined in part by the character of the individual and that of the whole ethos of the Board. The tenure of an ID should not exceed a cumulative term limit of nine (9) years since appointment as ID.

- 5.1.6 Upon completion of the nine (9) years, the ID may continue to serve on the Board beyond the nine (9)-year tenure provided the ID is re-designated as a Non-Independent Director. Where the Board is of the view that the ID can continue beyond the nine (9)-year tenure, it must justify and seek Shareholders' approval annually in a general meeting and the findings from review of the Board should be disclosed to the Shareholders for them to make an informed decision.

Where the Board proposes to re-appoint ID beyond the nine (9)-year tenure, the Board shall seek and obtain approval from its Shareholders annually in a general meeting through a two (2) tier voting process, where Tier 1 shall require the vote(s) from the Large Shareholder(s) only whilst Tier 2 shall require the votes from the remaining Shareholders other than the Large Shareholder(s). The decision for the resolution approving the re-appointment of such ID shall be based on the vote by the Large Shareholder or in the case there is more than one (1) Large Shareholder, a simple majority vote under Tier 1 and a simple majority vote under Tier 2.

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For avoidance of doubt, the resolution shall be deemed passed and successful only if Tier 1 and Tier 2 votes support the resolution whilst the resolution is deemed defeated where the vote between the two tiers differs or where the Large Shareholder(s) abstain(s) from voting under Tier 1.

The tenure of an ID on the Board of the Company shall be limited to twelve (12) years in the Group. If any ID had cumulatively served as an ID of the Company or any one or more of the subsidiaries of the Company for more than twelve (12) years, such ID may continue to serve on the Board as non-independent director.

- 5.1.7 The Group CEO/MD in particular is responsible for implementing the policies and decisions of the Board, overseeing the operations as well as co-coordinating the development and implementation of business and corporate strategies. The IDs shall be persons of calibre, credibility and have the necessary skill and experience to bring independent judgment to the decision making of the Board and provide a capable check and balance for the EDs as well as contribute significantly to areas such as policy and strategy, performance monitoring, allocation of resources as well as improving governance and controls. The positions of Chairman and Group CEO/MD are held by different individuals and there is a clear division of responsibilities of these individuals to ensure a balance of authority and power.
- 5.1.8 The Board shall also identify, from amongst its members for inclusion in the Company's annual report, Independent Non-Executive Director to whom the concerns of fellow Directors, Shareholders or stakeholders may be conveyed. The distinct and separate roles of the Chairman and Group CEO/MD, with a clear division of responsibilities, ensure that no one individual has unfettered powers of decision-making.
- 5.1.9 The Board shall establish a fit and proper policy for the appointment and re-election of Directors of the Group ("**Fit and Proper Policy**"). The Fit and Proper Policy outlines various considerations, such as character and integrity, experience and competence, and time and commitment, for selection or appointment of the Directors. It also provides a skills matrix to guide the composition of the Board composition. This policy serves as a guideline for the Board in selecting new candidates or re-electing of the Directors.

The Board set a policy, Board members should possess wide-ranging experience, skill, and knowledge that add value to the Group. The qualifications for Board membership include the ability to make informed business decisions and recommendations; entrepreneurial talent for contributing to creating shareholder value; relevant experience, an understanding of the overall picture of the Group's Business; the ability to ask insightful operational questions; high ethical standards; sound practical judgment; and a strong commitment to furthering the interests of Shareholders and achieving the Group's goals. In considering nominations for directorship within the Company, the Board shall take into account recommendations made by the Nominating Committee.

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5.2 Other Directorships

5.2.1 As per Rule 15.06 of Listing Requirements, a Director of a public listed company must not hold more than five (5) directorships in listed companies. Any Director is, while holding office, at liberty to accept other Board appointment(s) in other companies so long as the appointment is not in conflict with the Group's Business and does not affect the discharge of his duty as a Director of the Company.

5.2.2 In line with best corporate governance practices, the Board should set out expectations on time commitment for its members and protocols for accepting new directorships in other companies. In this instance, Board members must achieve at least fifty per centum (50%) attendance of total Board meetings in any applicable financial year, otherwise, the office of a Director will become vacant if he/she absent from more than 50% of the total Board of Directors' Meeting held during a financial year pursuant to Rule 15.05 of the Listing Requirement.

5.2.3 Before the acceptance of new board appointment(s) in other companies, the said Director should notify the Chairman of the Board and/or the Company Secretary in writing. The said notification should include an indication of the time that will be spent on the new appointment.

5.3 Appointment and Re-election

5.3.1 The Board will consider and decide on the appointment of a new Director upon appropriate recommendation from the Nominating Committee based on the Fit and Proper Policy. The Nominating Committee is responsible for identifying and nominating suitable candidates for the appointments to the Board for approval, either to fill vacancies or as an addition to meet the changing needs of the Group.

For the assessment and selection of Directors, the Nominating Committee shall consider objective criteria, merit with due regard of prospective Directors as well as the following factors:

- (a) character and Integrity;
- (b) experience and competence;
- (c) time and commitment;
- (d) industry skills, knowledge expertise, age and cultural background;
- (e) professionalism;
- (f) diversity;
- (g) contribution and performance;
- (h) in the case of candidates for the position of IDs, the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from IDs; and
- (i) the candidate is not an active politician.

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- 5.3.2 In identifying candidates for appointment of Directors, the Board does not solely rely on recommendations from existing Board members, Management or Shareholders of the Company. The Board shall make an effort to utilise independent sources or any other sources to identify the suitably qualified candidates. The Company should disclose in its corporate governance report how candidates for Board positions were sourced, including, whether such candidates were recommended by the existing Directors, members of Senior Management or major Shareholders of the Company.
- 5.3.3 The appointment of a new Director is a matter for consideration and decision by the Board, based on appropriate recommendations from the Nominating Committee.
- 5.3.4 When appointing or reappointing a Board member, the Board should consider the current composition of the Board and the tenure of each Director. If there are long-serving IDs, including Chairman of the respective Board Committees, the Board should review its composition and evaluate the need to bring new skills and perspective to the boardroom.
- 5.3.5 Newly appointed Directors shall hold office until the next AGM and shall be subjected to re-election by the Shareholders. All Directors shall retire once every three (3) years but shall be eligible for re-election.
- 5.3.6 To enhance its effectiveness, the Board shall ensure that its members have the relevant skills, experience, expertise and time commitment. The Board entrusts the Nominating Committee to assess candidates for directorship, as outlined in Paragraph 5.3.1 of the Charter and the Fit and Proper Policy. This includes evaluating those Directors who are retiring and offering themselves for re-election, before making recommendations to the Board.
- 5.3.7 The Nominating Committee shall assess the composition of the Board, using selection criteria and a skills matrix outlined in the Fit and Proper Policy. The assessment aims to ensure that the Board has an appropriate mix of skills to optimise its performance as a whole. It also considers forward looking factors, such as mapping current Board competencies against those required, to align the Board's capabilities with the Company's strategic direction and emerging challenges. The disclosure of the Nominating Committee's activities during the reporting period should include the application of the Fit and Proper Policy for appointment and re-election of the Directors. Additionally, the notes accompanying the notice of the general meeting, prepared by the Board, should disclose as whether the Board supports the appointment or re-election of the candidate for directorship, with the reasons anchored in the fit and proper consideration.

6. Roles of Chairman

- 6.1 The Chairman assumes a leadership role in the Board and represents the same to Shareholders of the Company and other stakeholders. He/she is responsible for

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instilling good corporate governance practices, leadership and effectiveness of the Board as a whole.

6.2 There are two (2) main aspects to the Chairman's role. They are the Chairman's role within the boardroom and the Chairman's role outside the boardroom.

6.2.1 Inside the boardroom

Inside the boardroom, the role of the Chairman is to:

- (a) provide leadership to guide the Board in collective overseeing Management;
- (b) establish the agenda for Board meetings in consultation with the Group CEO/MD and the Company Secretary, and ensure sufficient time is allocated for the discussion of agenda items;
- (c) ensure that all Directors are enabled and encouraged to participate in Board meetings. This includes ensuring that all relevant issues are on the agenda, providing timely and relevant information tailored to each Director's needs, and ensuring proper briefing on matters discussed at Board meetings;
 - (i) chair Board meetings and lead discussions to ensure efficient and effective conduct of the meetings;
 - (ii) encourage EDs to go beyond their executive functions and accept their full share of the governance responsibilities;
 - (iii) guide and mediate the Board's actions with relation to organisational priorities and governance concerns;
 - (iv) take primary responsibility for organising the information necessary for the Board to address agenda items and providing this information to Directors in a timely manner;
 - (v) clearly define what the Board needs to achieve in both long and short terms;
 - (vi) provide guidance to other Board members on their expected roles;
 - (vii) lead the Board in establishing and monitoring good corporate governance practices in the Group;
 - (viii) assists to develop the Group's corporate strategy, identifying potential merger and acquisition transactions, enhancing the Group's market profile, and establishing new corporate relationships;

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- (ix) work with Management in reviewing plans, defining key issues, maintaining accountability and in engaging in marketing efforts to position the Group effectively with investors to facilitate growth;
- (x) ensure that Board meetings are effective by considering appropriate matters (e.g., strategic and important issues), thoroughly discussing matters, providing all Directors with an opportunity to contribute effectively, and reaching clear decisions and recording resolutions;
- (xi) ensure that the Board acts in accordance with its Charter;
- (xii) manage the interface between the Board and Management;
- (xiii) dedicate the necessary time to effectively fulfil the role as Chairman; and
- (xiv) perform other responsibilities as assigned by the Board, from time to time.

6.2.2 Outside the boardroom

Outside the boardroom, the role of the Chairman is to:

- (a) engage in appropriate public relations activities in conjunction with the Group CEO/MD to facilitate effective communication with stakeholders and to relay their views to the Board;
- (b) serve as the spokesperson for the Company at the AGM and in the reporting of performance and profit figures;
- (c) act as the primary point of contact between the Board and the Group CEO/MD;
- (d) be fully informed by the Group CEO/MD of current events and any matters of interest to the Directors;
- (e) regularly review progress on important initiatives and significant issues facing the Company with the Group CEO/MD and other Senior Management as appropriate; and
- (f) provide mentoring to the Group CEO/MD.

7. Role of Group CEO/MD

- 7.1 The Group CEO/MD together with EDs, serves as a conduit between Management and is responsible for implementing the programme to achieve the Group's goals and vision for the future, in accordance with the strategies, policies, programs and

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performance requirements approved by the Board, besides managing the daily operations of the Company. The position reports directly to and shall be subject to the control of the Board.

- 7.2 The Group CEO/MD's primary objective is to seek to achieve the ongoing success of the Group through being responsible for all aspects of the management and development of the Group. The Group CEO/MD is of critical importance to the Group in guiding the Group to develop new and imaginative ways of winning and conducting business and must possess industry knowledge and credibility to fulfil the requirements of the role.
- 7.3 The Group CEO/MD will manage a team of executives responsible for all functions contributing to the success of the Group.
- 7.4 Generally, the Group CEO/MD together with EDs as applicable, is responsible to the Board for the following:
- (a) achieving the Group's agreed goals and adhering to Management authorities delegated by the Board;
 - (b) leading the development of the Group's sustainability strategies, priorities and targets, and driving the strategic management of material sustainability matters;
 - (c) developing long-term strategic and short-term business plans to facilitate growth, profitability and return on capital, subject to review and adoption by the Board;
 - (d) overseeing business operations and day-to-day activities to ensure smooth and effective functioning of the Group. He/she is also managing the Group's Business including developing a sustainable strategic plan, annual operating plan and budget, performance benchmarks, and analysing Management reports;
 - (e) selecting and appointing key staff, as well as ensuring high competency, productivity, and performance through performance management and professional development;
 - (f) communicating the Group's mission, vision, values and culture to the employees;
 - (g) assisting the Board members and committees in fulfilling their duties as required;
 - (h) assisting the Chairman in organising necessary information for the Board's agenda and providing timely information to Directors;

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- (i) acting within all specific authorities delegated by the Board;
 - (j) directing and controlling all aspects of the Business operations in a cost-effective manner;
 - (k) overseeing human resources, including key positions, remuneration and terms of employment for Management personnel, as well as employee discipline;
 - (l) representing the Group's interests with major customers, governments and their agencies, and industries at large to foster goodwill and cooperation;
 - (m) ensuring the success of the Group's governance and management functions;
 - (n) serving as a key spokesperson of the Group;
 - (o) implementing appropriate risk management practices and policies;
 - (p) developing and motivating direct reports and their teams;
 - (q) assessing business opportunities that may benefit the Group; and
 - (r) evaluating major capital expenditure proposals for alignment with the Group's strategy and economic justification.
- 7.5 The Board shall receive the following from or through the Group CEO/MD at its scheduled meetings:
- (a) reports on the performance and activities of the Group, including explanations for significant fluctuations (if any);
 - (b) briefings on risk management issues, challenges faced by the Group, changes to legislations that may impact operations, litigations, and other significant events or issues affecting the Group; and
 - (c) assurances deemed necessary by the Board to ensure adherence to Management's limits.
- 7.6 In fulfilling the above responsibilities, the Group CEO/MD can delegate appropriate functions to any Senior Management who shall report to the Group CEO/MD.
- 8. Role of ED**
- 8.1 As employees, EDs are involved in the day-to-day management of the Group. EDs must act within all specific authorities delegated to them by the Board.

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- 8.2 The responsibilities of the EDs include, but are not limited to the following:
- (a) ensuring the efficient and effective day-to-day management of the Company with the powers, discretions and delegations authorised by the Board, and implementing sustainability strategies and plans effectively;
 - (b) establishing and implementing the strategic direction of the Group as approved by the Board;
 - (c) making recommendations to the Board regarding the business and operations of the Group;
 - (d) identifying and bringing attention to the Board all material matters affecting the Group; and
 - (e) carrying out any other duties and responsibilities assigned by the Board and/or Group CEO/MD as needed.
- 8.3 In fulfilling the above responsibilities, EDs can delegate appropriate functions to any Senior Management member, who will report to the EDs.

9. Roles of NEDs

- 9.1 NEDs are classified as follows:
- (a) Directors that have no direct or indirect pecuniary interest in the Group other than their Directors' fee, related emoluments and their permitted holdings of shares in the Group; and
 - (b) Directors which are not employees or affiliated with the Group in any way, but they are not involved in the day-to-day running of business but have a pecuniary interest in the Group, either as Shareholders or otherwise.
- 9.2 NEDs act as a bridge between Management, Shareholders and other stakeholders. They provide checks and balances, prioritise Shareholders' and stakeholders' interests and ensure high standards of corporate governance. The letters of appointment for NEDs do not specify a fixed time commitment for board duties, as the time required may vary depending on business demands and other events. However, NEDs are expected to allocate sufficient time to effectively perform their duties.
- 9.3 The roles of NEDs primarily involve monitoring Group's performance and contributing to the development of Group's strategy. This includes:
- (a) Strategy: Constructively challenging and contributing to the development of the Group's strategy; and

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- (b) Performance: Overseeing Management's performance in achieving agreed goals and objectives and monitoring performance reporting.

10. Role of IDs

- 10.1 IDs provide valuable insights on issues such as strategy, performance, key performance indicators, management standards, resource management, risk management and code of conducts. IDs protect Shareholders' interests and contribute to the Company's decision-making process by bringing impartiality and detached judgment.
- 10.2 The Listing Requirements emphasize that even if a person does not fall within the disqualifying indicators stated in Guidance Note 9 of the Listing Requirements, both the Director and the Board must adhere to the spirit, intention and purpose of the definition of an ID. The ID's ability to exercise independent judgment and act in the best interests of the Group should be conscientiously assessed.
- 10.3 The IDs' attributes of collegial yet independent decision-making is influenced by their individual character and the overall ethos of the Board.
- 10.4 The IDs are not involved in the day-to-day management of the Company and serve as vigilant guardians of the Board's activities as a whole.
- 10.5 The IDs are expected to focus on Board matters and provide an independent view of the Group, separate from the day-to-day operations. They are appointed to bring independence, impartiality, wide experience, special knowledge and personal qualities to the Board.
- 10.6 The IDs have a supervisory role in ensuring good corporate governance for the Group. Their responsibilities include:
 - (a) supporting the Chairman in providing effective direction and oversight of the Group's management and compliance with statutory and regulatory responsibilities;
 - (b) providing input on setting strategic aims, developing plans to achieve objectives, and assessing the effectiveness of Management's delivery;
 - (c) constructively challenging and helping develop proposals on strategies, and empowering and supporting EDs to implement them;
 - (d) bringing an independent and external perspective, providing constructive and informed comments on the Group's strategies, policies, performance, accountability, resources, key appointments and standards of conduct, in the Board and Board Committees meetings;

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- (e) complementing the skills and experience of the EDs through constructive probing based on a wide range of skills, knowledge, experience and insight from other businesses and sectors;
- (f) demonstrating financial literacy for a proper understanding of the Group's activities and associated risks;
- (g) ensuring adequacy and integrity in financial and other reporting to the Board and Shareholders, and evaluating the effectiveness of financial, operational, compliance controls and risk management systems;
- (h) taking the lead in resolving potential conflicts of interests between Management's specific interests and the wider interests of the Group, such as remuneration of Senior Management and the selection of Board members;
- (i) serving on the Board Committees and other governance committees, if invited; and
- (j) developing a balanced understanding of Shareholders' views by engaging with them at general meetings to gain different perspectives on the Group and its performance.

11. Company Secretary(ies)

11.1 The Board shall be supported by one or more suitably qualified and competent person(s) as Company Secretary or joint Company Secretaries in line with the requirements of the CA 2016 to discharge their responsibilities. A suitably qualified Company Secretary possesses the knowledge and experience to carry out his functions, including knowledge in company and securities law, finance, governance and other areas of compliance such as the Listing Requirements as well as to undertake continuous professional development. The appointment and removal of the Company Secretary(ies) is a matter for the Board, as a whole. The Company Secretary shall report directly to the Board.

11.2 The Company Secretary(ies) is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and the Board Committees and to expedite regulatory compliance.

11.3 The primary responsibilities of the Company Secretary(ies) include the following:

- (a) ensuring that Board procedures and applicable rules are observed;
- (b) facilitating the orientation of new Directors and assisting in Directors' training and development;

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- (c) maintaining records of the Board and Board Committees and their respective meetings and ensuring effective management of the Company's records;
 - (d) managing all Board and Board Committees meeting logistics, attending and preparing comprehensive minutes to document Board and Board Committee proceedings and ensure conclusions are accurately recorded;
 - (e) advising the Board on corporate disclosures and compliance with the Company's constitution, CA 2016, Malaysian Code on Corporate Governance, securities regulations and Listing Requirements;
 - (f) managing processes pertaining to the annual Shareholder's meeting;
 - (g) monitoring corporate governance development and assisting 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;
 - (i) ensuring timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements;
 - (j) advising the Board on its roles and responsibilities;
 - (k) carrying out other functions as deemed appropriate by the Board from time to time; and
 - (l) undertake the statutory duties as prescribed under the CA 2016 and the Listing Requirements.
- 11.4 The office of the Company Secretary shall be vacated if the Company Secretary resigns by serving a notice in writing to the Board of the Company at the registered address of the Company. Where a Company Secretary gives notice of resignation to the Directors, the Company Secretary shall cease to act as Company Secretary with immediate effect or on the date specified in such notice (as the case may be). The office of the Company Secretary shall not be left vacant for more than thirty (30) days at any one time.
- 12. Board Committees**
- 12.1 As managing and controlling companies have become more complex and demanding, boards are resorting to committees to assist them in the discharge of their duties and responsibilities.

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12.2 However, the existence of Board Committees does not diminish the Board's responsibility for the affairs of a company. The Board can delegate powers to committees, but such delegation should be subject to the following conditions:

- (a) delegated authority in accordance with the Company's Constitution;
- (b) clearly established terms of reference, defining their responsibilities and authority, which are approved by the Board;
- (c) the Board must supervise its delegation; and
- (d) the Board must not merely adopt or rely on the committees' recommendations without proper assessment and testing or challenging the same.

Each committee's role should be spelt out in written terms of reference approved by the Board. Each year, the Board, through the Nominating Committee, shall review the Board Committee's effectiveness and performance.

12.3 The following standing committees, with written terms of reference, have been established by the Board:

(a) **Audit and Risk Management Committee**

The Audit and Risk Committee is formed to play a crucial role in the corporate governance process, a process that is one of the cornerstones of Shareholders' protection. The Board may delegate, but not abdicate its responsibilities to the Audit and Risk Management Committee.

The Audit and Risk Management Committee must consist of no fewer than three (3) members. All the members must be IDs and are financially literate with a sufficient understanding of the business. The Chairman of the Audit and Risk Management Committee is chaired by an ID, who is not the Chairman of the Board.

All members of the Audit and Risk Management Committee should undertake continuous professional development to keep themselves abreast of relevant developments in accounting and auditing standards, practices and rules.

The Audit and Risk Management Committee should assume the following fundamental responsibilities:

- (i) ensure reliability and integrity of the Group's financial accounting and reporting;
- (ii) overseeing financial reporting process;
- (iii) monitoring of internal control processes within the Group

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- (iv) overseeing the implement and maintain a sound risk management framework which risk identification, assessment, monitoring and management of the Group's business risk;
- (v) Provide advice to the Board of Directors on risk strategies and to promote a healthy risk culture and to identify and measure the potential risks and to formulate mitigation action plan(s) to manage and monitor the risks identified within the risk appetite of the Group;
- (vi) evaluating the internal and external audit process;
- (vii) reviewing related party transactions; and
- (viii) reviewing conflict of interest situations to include those arose or persist and the measures taken to resolve, eliminate or mitigate the conflict of interest.

The terms of reference of the Audit and Risk Management Committee shall be approved by the Board and it shall be published at the Group's website.

(b) Nominating Committee

The members of the Nominating Committee should comprise no fewer than three (3) members consisting wholly of NEDs, a majority of them are independent. The Chairman of the Nominating Committee should be an ID.

The Nominating Committee is responsible for periodically refreshing the composition of the Board. The tenure of each Director should be reviewed by the Nominating Committee, and annual re-election of a Director should be contingent on satisfactory evaluation of their performance (including addressing material sustainability risks and opportunities) and contribution to the Board, based on a skill matrix outlined in the Fit and Proper Policy.

The Nominating Committee should follow the Fit and Proper Policy for the appointment and re-appointment of Directors and senior Management. The candidate selection process should be guided by a skills matrix outlined in the Fit and Proper Policy.

The Nominating Committee oversees matters relating to the nomination of new Directors and Senior Management, reviews the required mix of skills and experience, assesses Directors and Senior Management, reviews succession plans and, diversity (including gender diversity). It also considers the skills matrix under the Fit and Proper Policy of the Company, oversees training courses for Directors, ensures requisite qualities of Directors, and conducts annual assessment of the effectiveness of the Board, its Board Committees and each individual Director.

Board evaluations can be conducted in various ways, such as through self-assessment, peer review or with the assistance of the Company Secretary.

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Since every board is different and their needs, roles, priorities and capacities vary based on the Group's size and stage in its life cycle, a checklist-based approach to evaluation is ineffective and unacceptable.

The terms of reference of the Nominating Committee shall be approved by the Board and published at the Group's website.

(c) Remuneration Committee

The members of the Remuneration Committee shall comprise no fewer than three (3) members consisting of only NEDs and a majority of them must be IDs.

The Remuneration Committee is responsible to provide a formal and transparent procedure for developing remuneration policy for Directors and Senior Management and ensuring that compensation is competitive and consistent with the Group's culture, objectives and strategy.

The terms of reference of the Remuneration Committee shall be approved by the Board and published at the Group's website.

- 12.4 The Chairman of the respective Board Committees shall report to the Board on matters dealt with at their respective Board Committees meetings. Minutes of the respective Board Committees are presented at the Board meetings for further notation. While these Board Committees have the authority to deliberate on matters delegated to them, all decisions and/or recommendations made by these Board Committees will be brought to the attention of the Board, which is collectively responsible for the decisions made.

13. Board Diversity

- 13.1 The Board recognises that board diversity is an essential element contributing to the sustainable development of the Group and it does not discriminate based on ethnicity, age, gender, nationality, political affiliation, religious affiliation, marital status, education background or physical ability. The Company is committed to promoting gender diversity and inclusivity on its Board. The goal of the Company is to achieve a minimum representation of 30% women directors on its Board. The participation of women in decision-making positions should not only be limited to board positions but should also be expanded to include women in Senior Management, as they can also bring similar benefits. When diversity is extended to Senior Management, it also serves as a talent pipeline for potential board candidates.
- 13.2 In making a recommendation of suitable candidates, the Nominating Committee shall consider the following:

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- (a) character and integrity;
- (b) experience and competence;
- (c) qualifications;
- (d) skills and competence;
- (e) functional knowledge;
- (f) experience;
- (g) character;
- (h) gender diversity;
- (i) integrity and professionalism;
- (j) time and commitment; and
- (k) in the case of candidates for the position of IDs, whether the test of independence under the Listing Requirements is satisfied.

The Company recognises diversity as a critical attribute of a well-functioning leadership team; a more diverse leadership team better reflects the realities of the society, strengthens strategy formulation and risk management by adding varying perspectives and enhances the overall credibility of the Group. The Board is pleased to set out its approach to boardroom diversity under the gender diversity policy of the Group to ensure that women candidates are sought as part of its recruitment exercise. The disclosure on the activities of the Nominating Committee during the reporting period should include how the Nominating Committee in the discharge of its duties to accelerate gender diversity uptake in the Board composition and Senior Management.

14. Board Procedures

14.1 Board Meetings

14.1.1 Meetings shall be conducted at least on a quarterly basis. The Company Secretary(ies) shall in advance prepare and distribute to all Directors a timetable for the meetings for the financial year. The Company Secretary(ies) shall work together with the Chairman and Group CEO/MD in developing the meeting agenda. The NEDs are encouraged to meet among themselves at least annually to discuss among other specific, governance and operational issues.

14.1.2 A Director may at any time and the secretary shall on the requisition of a Director summons a meeting of the Directors by giving them at least five (5) business days' notice thereof unless such requirement is waived by them in addition to notices sent through post or by hand, notices may also be sent via facsimile, electronic mail or by any means of telecommunication in a permanent written form. The quorum necessary for the transaction of the business of the Directors shall be two (2).

14.1.3 The Chairman of the Board shall preside at all meetings. If the Chairman is unavailable or if he is not present within fifteen (15) minutes after the time set for the

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holding of the meeting, the Directors present shall elect one (1) of their number to be Chairman of the meeting.

- 14.1.4 Board members are required to attend the Board meetings. However, other Senior Management may be invited to attend meetings for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises. Resolutions of any meeting of the Directors or adjourned meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors.
- 14.1.5 In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 14.1.6 Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by all Directors present. In the event issues requiring the Board's decision arise between meetings, such issues shall be resolved through circular resolution subsequent to discussions being held amongst the Board members, either via teleconference, videoconference, email, etc. in order for the Board as a whole to be apprised on such matters and obtain their viewpoints before arriving at a decision.
- 14.1.7 Such circular resolution in writing shall be valid and effective if it is signed or approved by letter, telex, telegram, cable, facsimile or other electrical or digital written message by the majority of the Directors, and such discussions, including any concerns raised and the rationale for the decisions so made in the resolution shall be tabled at the immediate Board meeting for formal record keeping.
- 14.1.8 Directors shall be deemed to be present in person at a meeting if he/she participates by telephone, audio or audio visual or such other electronic means and all members participating in the meeting are able to hear and/or see each other. The Directors participating in any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors in such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at, or during the meeting.
- 14.1.9 A Director shall not participate in any discussion and shall abstain from voting on contracts or proposed contracts or arrangements in which he has direct/indirect interests. A Director shall also not vote on contracts or proposed contracts or arrangements with any other company in which he is interested either in his capacity as an officer of the Group or as a Shareholder of the Group.
- 14.1.10 A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold office or place of profit under the Company

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or whereat the directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the CA 2016 and its Constitution.

- 14.1.11 All acts done by any meeting of the Directors or of a Board Committee or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 14.1.12 The Chairman should also ensure that Board Committee meetings are not combined with the main Board meeting.
- 14.1.13 Individual directors shall attend at least 50% of the Board meetings held in each financial year. The office of a Director shall become vacant if a Director is absent from more than 50% of the total Board meetings held during a financial year.

14.2 Agenda

The notice of a Directors' meeting shall be given in writing at least five (5) business days in advance, or shorter notice where it is unavoidable, including the information and materials required for the meeting, prior to the meeting. The Chairman, in conjunction with the Group CEO/MD and the Company Secretary(ies), shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst other things, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities. The agenda shall address high-priority strategic and operational issues, where necessary, and ensure that there is enough time for discussion. Agenda issues shall be aligned with the overall Company's context, including its starting situation, aspiration and priorities.

14.3 Meeting Papers

- 14.3.1 To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least five (5) business days in advance of the Board meeting, or a shorter period where unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/or recommendations is prepared.
- 14.3.2 Minutes are prepared following a Board meeting and are circulated in draft form for the Board and all Directors should ensure that the minutes of meetings accurately

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reflect the deliberations and decisions of the Board, including any dissenting views and if any Director had abstained from voting or deliberating on a particular matter.

The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions rather than a historical narrative of the discussion or concluding remarks of final decisions made. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.

14.4 Access to Information

A record of submissions, papers and material presented to the Board is maintained and kept by the Company Secretary, together with minutes of meetings, and is accessible to Directors during office hours. All Directors (Executive and Non-Executive) have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of the Company, subject to a formal written request to the Chairman furnishing satisfactory and explicit justification for such a request. The procedures for obtaining access to information are set out under **Appendix B**.

Directors are expected to strictly observe the confidentiality of the Group's information. Directors are refrained from making improper use of information gained through the position of Director for their own interest, or their employees' interest, if applicable.

14.5 Access to Professional Advice

14.5.1 Directors are entitled to request and receive additional information they consider necessary to make informed decisions, including the following:

- (a) obtaining full and unrestricted access to the advice and services of the Company Secretary; and
- (b) obtaining professional independent advice, with the Chairman's prior written consent, at the Company's expense. The Director should provide notice to the Board of the intention to seek independent advice and shall provide the name(s) of the professional advisors proposed to be engaged, together with a brief summary of the subject matter on which professional advice is being sought. If one or more Directors seek to appoint one or more advisors on the same or similar matter(s), the Chairman shall initiate discussions to reach a consensus on the advisor to be engaged.

14.6 Directors' Dealing in Securities

14.6.1 Directors and Principal Officers (as defined under the Listing Requirements) of the Company must comply with the requirements in relation to dealings in securities of

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the Company. These requirements impose a personal obligation on Directors and Principal Officers.

- 14.6.2 Directors and Principal Officers are permitted to deal in securities outside closed period. For dealings during the outside closed period, the Directors and Principal Officers of the Company must comply with the procedures for dealing in securities outside closed period as detailed in the Listing Requirements.
- 14.6.3 If an exceptional situation arise that compels the Director to deal during closed period, strict observance of the procedures for dealing in securities during closed period as detailed in the Listing Requirements is mandatory.
- 14.6.4 It is the Directors' personal obligations and general duty to make disclosure to the Company and Securities Commission Malaysia on changes to their direct and indirect shareholdings in the Company.
- 14.6.5 In situation where it is not possible for Directors and/or Principal officers to complete their written notification form on the day of dealing, an electronic notification, for example, in the form of short messaging service (SMS) or e-mail to the Company Secretary is acceptable. Nevertheless, the completed written notification form should be submitted by the Director or Principal Officers to the Company Secretary not later than 3 market days from the date of dealing for record and retention purpose.

15. Directors' Training and Continuing Education

- 15.1 The objective of the induction process and training programme is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast with development in the marketplace pertaining to the oversight function of Directors. This will enable the Directors to discharge their duties and responsibilities effectively.
- 15.2 Induction of Directors may include the following:
- (a) time with other Directors to enable further insights and knowledge of the Group, in particular the Chairman and the Company Secretary;
 - (b) furnishing of a copy of the previous Board minutes for at least the past six (6) months;
 - (c) visits to key sites;
 - (d) additional Board or Board Committee meetings as circumstances warrant during a given financial year. As in-depth knowledge of the particulars of the Company's/Group's Business is vital for each Director, Management is

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encouraged to structure Board or Board Committee meetings to allow direct involvement and review of operational activities (for example, by holding Board meetings in field operations and including market/ business activities in the Board meetings); and

- (e) a formal one (1) to two (2) day induction programme, including the elements above, and also presentations by Senior Management.
- 15.3 Directors are strongly encouraged to undergo training to equip themselves to effectively discharge their duties as a Director and for that purpose he ensures that he attends such training programmes.
- 15.4 Directors are required to undergo the Mandatory Accreditation Programme under the requirements of Bursa Securities. The costs of the Mandatory Accreditation Programme and/or continuing education program shall be borne by the Company.
- 15.5 The Nominating Committee in association with the Chairman shall decide on the continuous education training programme for Directors. The Board takes proactive measures to stay informed and maintains a deep understanding of sustainability issues that are pertinent to the Group and its Business. This includes remaining updated on climate-related risks and opportunities. Consequently, the Nominating Committee should provide feedback to help determine the upskilling or development needs of individual Directors or the Board as a whole.
- 15.6 At the start of each financial year, the Board collectively should discuss to assess the training needs of each Director and to decide on the type of training that may be required for effective and efficient discharge of Directors' duties and responsibilities.
- 15.7 All Directors must attend the induction of the Company and training programmes that are prescribed by Bursa Securities from time to time and are encouraged to attend various external and internal training sessions, seminars, forums and conferences, particularly on corporate ethics and integrity matters, risk management, the latest development or changes in statutes, relevant regulatory requirements and corporate governance practices, etc that are conducive to discharging their roles, functions and duties effectively. All costs incurred ancillary or incidental to the training shall be borne by the Company.
- 15.8 The Board must disclose in the annual report of the Company, a statement on the training attended by the Directors which includes the following information:
- (a) the Board has undertaken an assessment of the training needs of each Director;
 - (b) a brief description on the type of training that the Directors have attended for the financial year; and

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- (c) in exceptional circumstances, where any director has not attended any training during the financial year, valid justifications for the non-attendance of such Director.

16. Appointment, Vacation of Office and Removal of Directors

16.1 Any Director of the Company shall not be considered fit for directorship if the Director:

- (a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;
- (b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that the Director acted fraudulently or dishonestly; or
- (c) has been convicted by a court of law of an offence under the securities laws of Malaysia or the CA 2016, within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.

16.2 Upon the appointment of a Director, the Director shall provide to Bursa Securities an undertaking prescribed by Bursa Securities immediately and in any event not later than fourteen (14) days.

16.3 The office of director shall, ipso facto, be vacated if the director:

- (a) resign from his office by notice in writing to the Company; or
- (b) has retired in accordance with the CA 2016 or the Constitution of the Company but is not re-elected; or
- (c) is removed from his office of director by resolution of the Company in general meeting of which special notice has been given; or
- (d) becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office; or
- (e) becomes prohibited from being a director by reason of any order made under the CA 2016 or contravenes Section 198 of the CA 2016; or
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office; or
- (g) dies; or

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- (h) ceases to be a director by virtue of the CA 2016; or
 - (i) is absent from more than 50% of the total Board meetings held during a financial year unless approval is sought or obtained from Bursa.
- 16.4 When a Director is removed from office, the Company must forward to Bursa Securities a copy of any written representations made by the Director at the same time as copies of such representations are sent to Shareholders/Management of the Company under Section 207(3)(b) of the CA 2016.

17. Directors' External Commitments

The Company Secretary should facilitate the Directors' annual independence and conflict of interests' declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for IDs) and conflict of interest (i.e. for all Directors).

18. Conflict of Interest and Related Party Transactions

- 18.1 The Board establishes a declaration of conflict of interest by Director ("**COI Declaration**") is to ensure transparency and integrity in the decision-making process of the Board. By declaring a conflict of interest, the Directors allow the Board and other relevant stakeholders to be aware of their potential bias and take appropriate measures to manage the conflict. This includes assessing whether the Director should recuse themselves from discussions or decisions related to the matter in question.
- 18.2 The declaration of a conflict of interest promotes accountability, prevents undue influence and safeguards the Group's interests.
- 18.3 The Board formulates a Related Party Transactions Policy to provide an avenue for employees and Directors of the Group to understand the policies and procedures that need to be adhered to in identifying and treating related party transactions ("**RPTs**") to ensure compliance with the Listing Requirements and other applicable laws.
- 18.4 The RPTs Policy sets out the requirements to be applied to all RPTs entered into by the Group to ensure that such transactions are conducted on an arm's length basis and following good governance and with appropriate disclosures. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Group shall declare his interest in accordance with the provisions of the CA 2016. The Directors shall state the fact and the nature, the character and extent of any office or profession of any property that may duly, directly or indirectly

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be in conflict with his duties as a Director. The Director concerned shall not participate in deliberations and shall abstain himself from casting his votes in any matter arising thereof otherwise as provided for in the Constitution of the Company.

- 18.5 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, the Director involved shall make full disclosure and act honestly in the best interests of the Group.
- 18.6 An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.
- 18.7 RPTs include any transaction between a Director or officer and the Group and will be reported to each Board meeting.

19. Directors' Remuneration

- 19.1 The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.
- 19.2 The remuneration of Group CEO/MD and/or EDs shall be recommended by the Remuneration Committee with the individual Director concerned abstaining from discussing his individual remuneration. The amount of remuneration payable shall be determined concerning the corporate and individual performance of Directors.
- 19.3 NEDs will be paid a fee for acting as Directors of the Company, subject to approval by Shareholders.
- 19.4 The Board shall establish formal and transparent remuneration policies and procedures as a guide for the Board and the Remuneration Committee to determine the remuneration of Directors and Senior Management of the Group, which take into account the demands, complexities and performance of the Group (including in managing material sustainability risks and opportunities) as well as skills and experience required. The remuneration and incentives for IDs should not be in conflict with their obligation in bringing objectivity and independent judgment on matters discussed. The Board should determine who makes up Senior Management and if any other group of employees should be covered by the remuneration policy and procedures.
- 19.5 The policies and procedures are periodically reviewed and made available on the Company's website together with terms of reference for the Remuneration Committee.

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- 19.6 The total amount of Directors' fees and benefits payable to the Directors is subject to annual Shareholders' approval at general meetings. The Company will table separate resolutions on the approval of the fees of each NEDs at the general meeting. Directors who are Shareholders and controlling Shareholders with a nominee or connected Director on the Board should abstain from voting at general meetings to approve their fees. Similarly, EDs should not be involved in deciding their own remuneration.
- 19.7 There is detailed disclosure on a named basis for the remuneration of individual directors in the annual report of the Company. The remuneration breakdown of individual directors includes fees, salary, bonus, benefits-in-kind and other emoluments.
- 19.8 The board discloses the top five (5) Senior Management's remuneration in bands of RM50,000.00.

20. Board and Directors Assessment

- 20.1 The Nominating Committee reviews annually the effectiveness of the Board and Board Committees as well as the performance of individual Directors based on the Fit and Proper Policy and selection criteria determined by the Nominating Committee.
- 20.2 The Company has introduced the Board and Board Committee Annual Evaluation Forms ("AEF") questionnaire for evaluation of the performance of the Board (including in managing material sustainability risks and opportunities), Board Committees and individual Directors.
- 20.3 The evaluation takes place annually and involves Directors completing the AEF, covering the Board and Board Committees processes and, the effectiveness and contribution of each of the Directors to the Board and Board Committees.
- 20.4 The Directors' responses are collated and reviewed by the Nominating Committee, after which, shall provide a comprehensive summary of the findings and recommendations to the Board for further review and proposed actions.
- 20.5 The deliberations of the Nominating Committee on the findings of the AEF are duly minuted at the meetings of the Nominating Committee and the Board.
- 20.6 The AEF exercise will include the Directors' feedback on areas that affect the performance of the Board which, amongst others, include the following:
- (a) a skills matrix under the Fit and Proper Policy;
 - (b) board mix and composition;
 - (c) quality of information and decision making;
 - (d) boardroom activities;

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- (e) composition of the Board Committees;
 - (f) contribution and performance of the Board Committees;
 - (g) effective role in managing material sustainability risks and opportunities;
 - (h) forward looking considerations such as mapping current board competencies against those required, to drive the Group's future strategies; and
 - (i) any other criteria as prescribed in the terms of reference of the Nominating Committee.
- 20.7 The Board shall consider the engagement of suitably qualified and competent experts/ consultants to facilitate objective and candid Board evaluations, if necessary.
- 20.8 The disclosure on the activities of the Nominating Committee during the reporting period should include how the assessment undertaken by the Nominating Committee in respect of the performance of the Board, the Board Committees and individual Directors as well as the Senior Management together with the criteria used such assessment.
- 21. Representation, Communication Channel and Investor Relations of the Company**
- 21.1 The Board shall establish a corporate disclosure policy outlines a communication policy enables both the Board and Management to communicate effectively with the Shareholders, stakeholders and the general public.
- 21.2 The Board relies on Management to represent the Company and handle the communication of information to investors, stakeholders, and the public in a structured and effective manner. This should always be done in compliance with relevant laws and regulatory requirements. The Company is encouraged to adopt integrated reporting based on a globally recognised framework when it is prepared to do so.
- 21.3 The Board designates two (2) of its members, as determined by the Board from time to time, to serve as the official spokespersons for the Company.
- 21.4 The corporate disclosure policy provides guidance to the Group to ensure that information disseminated to Shareholders, stakeholders, analysts, media, regulators, and the investing public is comprehensive, accurate, and timely.
- 21.5 The Board places importance on promoting effective communication and proactive engagement with the Group's stakeholders. The Board also ensures high standards of transparency and accountability in its communication with stakeholders, potential investors, analysts and the public. Shareholders should be informed of all material matters affecting the Group.

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- 21.6 The Company considered the use of information technology to communicate with stakeholders, including having a dedicated Investor Relations section on its website. This section will provide information on the Group's performance, corporate strategy, annual report and other matters affecting Shareholders' interests.
- 21.7 The Company leverages various communication channels to facilitate effective communication between the Group and its stakeholders, and it is encouraged to utilise technology as appropriate:
- (a) voting including voting in absentia; and
 - (b) remote Shareholders' participation at general meetings.

The Board ensure that the conduct of a virtual general meetings support meaningful engagement between the Board, Senior Management and Shareholders. The infrastructure and tools to support the conduct a virtual general meeting must be in place. Questions posed by Shareholders should be made visible to all meeting participants during the meeting itself. The Company should also take the necessary steps to ensure good cyber hygiene practices are in place including data privacy and security to prevent cyber threats.

21.7.1 **AGM**

The AGM is regarded as an important avenue for engaging and communicating with stakeholders, for which it enables stakeholders of the Group to engage directly with the Group's Directors and senior Management. At the AGM, all Shareholders are invited to raise questions to members of the Board.

The Board shall arrange for the AGM of the Company to be conducted in an efficient manner and serve as crucial mechanisms in Shareholder communications. Key ingredients behind this include the supply of comprehensive and timely information to Shareholders and the encouragement of active participation at the AGM. The Board shall adopt the following measures in relation to the effective communication with the Shareholders of the Company during the AGM and practices to enhance the effectiveness of AGM:

- (a) notice of AGM should be given to the Shareholders at least 28 days prior to the AGM to ensure that Shareholders are given sufficient notice and time to consider the resolution(s) that will be discussed and decided at the AGM;
- (b) the notice should provide further a full explanation of the effects to the proposed resolution enable Shareholders to make an informed decision in exercising their voting rights;
- (c) for appointment or re-election and re-appointment of Directors, ensure that the notice of meeting states a statement on the application for the Fit and Proper Policy for selection of Directors and a details of Directors are standing for

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appointment or re-appointment or re-election, with a description including matters such as age, relevant experience, list of directorships, date of appointments to the Board, details of participation in Board Committees and whether a particular Director is independent;

- (d) the Chairman of the Board should ensure that AGM support meaningful engagement between the Board, Senior Management and Shareholders. The Chairman provides reasonable time for discussion at the meeting and ensure that the engagement should be interactive and include robust discussion. Where appropriate, the Chairman will also undertake to provide the enquirer with a written answer to any significant question which cannot be answered immediately;
- (e) ensure that any resolution set out in the notice of the AGM is voted by poll and to announce the detailed results of the votes cast for and against each resolution. The Chairman shall also ensure that there is a channel of communication through the Company Secretary and/or Senior Independent Director on feedback and queries from Shareholders;
- (f) all Directors including the members of the Board Committees should commit to attend all AGMs of the Company to provide an opportunity for the Shareholders to effectively engage with each Director; and
- (g) Shareholders should be provided with sufficient opportunity to pose questions during the AGM. Open sessions for questions and answers are made available to Shareholders during AGM and the Chairman of the Board and Board Committees should ensure to provide a meaningful response to questions addressed to them.

21.7.2 EGM

EGM is also another avenue for the Board of the Company to engage with stakeholders such as Shareholders and gain insights on the Group's latest development and business activities. The circular to Shareholders together with the notice of the EGM will be issued and circulated to all the Shareholders of the Company informed of the Group's strategies, business activities, business and financial performance, including the sustainability of its performance prior to the EGM.

21.7.3 Periodic and Continuous Disclosures

The Company will provide stakeholders with information that is relevant and timely. The Company's key channel of stakeholder communication includes the Company's annual report, corporate governance report, press release and quarterly group financial results.

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The annual report and corporate governance report will provide comprehensive and up-to-date information about the Group.

Periodical press releases are another avenue for the Company to communicate with its stakeholders on the corporate and business developments of the Group. The Company may disseminate its press releases through the financial press, printed and electronic media for wider publicity and media coverage to keep the stakeholders informed of the progress and development of the Group's businesses.

21.7.4 Electronic Communication

The Company's corporate website, www.vanzoasia.com is a platform to provide convenient access to the latest as well as historical information about the Company and the Group. Once relevant information is disclosed to the public and available to investors, it is also published on the corporate website.

The corporate website will dedicate the Investor Relations section and Corporate Governance section that provide relevant investor-related information. The information available on the corporate website includes corporate and financial information, annual reports, press releases and regulatory announcements made to Bursa Securities.

The Company will provide an email address which all Shareholders can send their queries to and make any inquiry.

21.7.5 Minutes of the General Meeting

Minutes of the general meeting including issues/concerns raised and responses by the Company (*summary of the key matters discussed at the AGM*) should be circulated to Shareholders or made available at the Company's website no later than 30 business days after the general meeting.

21.7.6 Investor Relations

The Company maintains a corporate website where investors and stakeholders can gain access to information about the Group.

Besides, the Company ensures that announcements are duly made to Bursa Securities in accordance with the Listing Requirements or Constitution of the Company or CA 2016 and any other regulations to keep Shareholders and stakeholders informed of issues that need reporting to enable Shareholders and stakeholders to make informed decisions on their investment in the Company.

The Company recognises the importance of providing timely and accurate information to its Shareholders. Therefore, the Company targets to announce its results ahead of the deadline set by Bursa Securities. The quarterly results for the

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four (4) quarters closing were all made within the deadline set by Bursa Securities and any other relevant authorities.

22. The Code

- 22.1 The Board of the Company shall ensure that the Group upholds high standards of ethics and corporate behaviour. A governing Board is in a position of trust. It holds in trust not only the Group's physical and intellectual assets but also the efforts of those who have gone before. It preserves and grows these things for the current and future generations. Its stewardship will protect the organisation from harm and steer it towards positive achievement. The Company has in place the Code which is formulated to enhance corporate governance and the standards of professional and ethical practices of Directors and employees of the Group.
- 22.2 The Code sets out the values, expectations and standards of business ethics and conduct to guide the Board and the Directors, the Management and employees of the Group. This Code is adopted to ensure that the highest level of integrity and ethical conduct of the Board, Management and employees (including full time, probationary, contract, part-time and temporary staff) of the Group are maintained and to establish an ethical corporate environment.
- 22.3 The Code is not intended to be all-encompassing nor exhaustive, and there may be other obligations or expectations of Directors and employees when performing their duties. Although this Code is not meant to address every issue, it defines the spirit in which the Group intends to do business and should guide the Directors and/or the employees of the Group in their daily conduct.
- 22.4 All Directors, the Management and employees of the Group must endeavour to observe the Code which provides guidance as to the ethical conduct to be complied to uphold the principles of honesty and integrity, to ensure a high standard of ethical and professional conduct is upheld in the performance of their duties and responsibilities.
- 22.5 In that light and in the performance of their duties, a Director of the Company is first and foremost held accountable in demonstrating the following:

Corporate Governance

- (a) a clear understanding of the aims and purpose, capabilities and capacity of the Group;
- (b) devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;

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- (c) ensure at all times that the Group is properly managed and effectively controlled;
- (d) stay abreast of the affairs of the Group and be kept informed of the Group's compliance with the relevant legislation and contractual requirements;
- (e) insist on being kept informed on all matters of importance to the Group in order to be effective in corporate management;
- (f) limit his directorship of companies to a number in which he/she can best devote his/her time and effectiveness; each Director is his/her own judge of his/her abilities and how best to manage his/her time effectively in the company in which he/she holds directorship;
- (g) have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- (h) at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Group;
- (i) disclose immediately all contractual interests whether directly or indirectly with the Group;
- (j) not divert to his own advantage any business opportunity that the Group is pursuing, or misuses confidential information obtained by reason of his office for his own advantage or that of others;
- (k) at all times act with utmost good faith towards the Group in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties; and
- (l) be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Group is at stake.

Relationship with Shareholders, Employees, Creditors and Customers

- (m) be conscious of the interest of Shareholders, employees, creditors and customers of the Group;
- (n) at all times promote professionalism and improve the competency of Management and employees; and
- (o) ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

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Social Responsibilities and the Environment

- (p) adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;
- (q) ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- (r) be proactive to the needs of the community and to assist in society-related programmes; and
- (s) ensure that the activities and the operations of the Group do not harm the interest and well-being of society at large.

The Code will be reviewed and updated periodically.

A copy of the Code is available on the Company's website.

23. Whistle-Blowing

The whistle-blowing policy of the Group provides an avenue for any Director, officer, employee and members of the public to provide their view, feedback, complaints and report instances of unethical, unlawful or undesirable conduct on a confidential basis without fear of intimidation or reprisal. Nothing in this policy shall interfere with other established operational policies and processes. This policy also provides procedures to acknowledge and address the views, feedback or complaints from any Director, officer, employee and members of public appropriately. All disclosures pursuant to the policy are to be made to the Audit and Risk Management Committee's Chairman. The Board shall be apprised of disclosure matters which are serious in nature or of grave repercussions.

The whistle-blowing policy of the Group are available on the Company's website.

24. The Company's Constitution and Management's limit

- 24.1 The Board operates pursuant to the powers and is subject to rules in the Constitution of the Company as adopted by Shareholders in general meeting.

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24.2 Management is expected to act within all specific authorities delegated to it by the Board. Management is expected not to cause or permit any practice, activity or decision that is contrary to commonly accepted good business practices or professional ethics.

25. Application

25.1 The principles set out in this Charter are:

- (a) kept under review and updated as practices on corporate governance develop further guidelines on corporate governance are issued by the relevant regulatory authorities;
- (b) applied in practice having regard to their spirit and general principles rather than the form itself; and
- (c) summarised in the annual report as part of a narrative statement by the Directors on Corporate Governance.

25.2 The Board endeavours to comply at all times with the principles and practices as set out in this Charter.

26. Review and revision of Board Charter

26.1 The Board will periodically review and update the Charter in accordance with the needs of the Group and any new regulations that may have impact on the discharge of the Board's responsibilities.

26.2 The Board Charter can be amended and supplemented from time to time by a resolution of the Board.

26.3 Any updates to the principles and practices set out in this Charter will be made available on the Group's website.

- END-

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Appendix A

Effective Date : 20 June 2024

FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD

The following summarises the list of matters reserved for the Board's deliberation and decision:

1. Board structure

- (a) Appointment and recommendation for removal of Directors;
- (b) Appointment and removal of Company Secretary(ies); and
- (c) Establishment of Board Committees, their members and the specific terms of reference.

2. Board remuneration

- (a) Recommendation of Directors' fees and any benefits payable to the Directors to be approved by Shareholders;
- (b) Approval of remuneration packages, including service contracts, for EDs; and
- (c) Recommendation of the benefits payable to the directors including any compensation for loss of employment of a Director or former Director to be approved by Shareholders.

3. Company's operations

- (a) Review and approval of the Group's strategic plan and annual budget (including capital expenditure budget);
- (b) Approval of capital expenditure exceeding prescribed thresholds based on the formalised limits of authority;
- (c) Approval of investment or divestment in a company, business, property or undertaking;
- (d) Approval of investment or divestment of a capital project which represents a significant diversification from the Group's existing business activities;

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- (e) Approval of major changes in the activities of the Group;
- (f) Approval of treasury policies and bank mandates of the Company;
- (g) Approval of limits of authority for the Group;
- (h) Review and approval of any related party transactions and recurrent related party transactions; and
- (i) Approval of opening and closing of the Company's bank account and authorised signatories for the operation of bank accounts including any amendments thereto.

4. Financial

- (a) Approval of financial statements and their release (including financial reports for announcement to Bursa Securities or the Securities Commission Malaysia);
- (b) Approval of any corporate announcement to the regulators such as Bursa Securities and Securities Commission Malaysia;
- (c) Approval of any transactions that require Shareholders' approval;
- (d) Approval of Directors' Report, Corporate Governance Statement, and Risk Management & Internal Control Statement for inclusion in the Company's Annual Report;
- (e) Approval of dividends for payment. Adoption of accounting policies in line with the Malaysian Financial Reporting Standards;
- (f) Approve the adoption of any significant change or departure in the accounting policy and practices of the Company and the Group; and
- (g) Review the effectiveness of the Group's system of risk management and internal controls via the Audit and Risk Management Committee.

5. Others

- (a) Granting of power of attorney by the Company;
- (b) Entering into any corporate guarantee and indemnity issued by the Company;

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- (c) Recommendation for the changes in the Company's Constitution;
- (d) Change in financial year end;
- (e) Review and approval of the appointment, resignation, removal or replacement of external auditors and share registrar;
- (f) Approval of any reorganisation or restructuring of corporate structure;
- (g) Approval of the appointment of adviser or trustee and any subsequent changes;
- (h) Recommendation for alteration of share capital of the Group;
- (i) Recommendation for any allotment and issuance of new shares of the Group;
- (j) Approval of any acquisition or disposal of investment by the Group and its subsidiaries;
- (k) Recommendation for any share issuance scheme;
- (l) Recommendation for purchase of own shares by the Group;
- (m) Recommendation for issue of debt instruments; and
- (n) Any other matters requiring the Board's approval under the limits of authority adopted by the Company and Group.

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Appendix B

Effective Date : 20 June 2024

PROCEDURES ON ACCESS OF INFORMATION

A. INFORMATION SEEKING PROTOCOL

Directors will adhere to the following protocol when seeking information:

- (a) Approach the Group CEO/MD or Company Secretary to request for the required data;
- (b) If the data is not forthcoming, approach the Chairman; and
- (c) If the information is still not forthcoming, write a letter to all Board members and the Group CEO/MD detailing the information that is required, purpose of information, and who the director intends to approach in order to obtain the information

B. INSPECTION OF MINUTES AND OTHER DOCUMENTATION

- (a) Requisition to inspect minutes or other documents/records must be made in written form and be submitted to the Company Secretary at least three (3) working days from the date of inspection;
- (b) Each requisition must state clearly the type of documents, date of publication and purpose of inspection;
- (c) Inspection must be done within the office premise and no extraction of documents in its physical form is allowed out of the office premise;
- (d) Photocopying of the minutes is allowed upon request;
- (e) The Company Secretary or their nominee will notify the Director once the said documents or records are ready for inspection; and
- (f) Any changes to the date of inspection must be notified within twenty-four (24) hours prior to the date of inspection.

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C. ACCESS TO PROFESSIONAL ADVICE

- (a) A Director of the Company is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, expert opinion on matters before them;
- (b) Prior to seeking professional advice, a Director shall inform the Chairman about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice and obtain the approval of the Chairman; and
- (c) If the Chairman is seeking the advice, he will need to seek the approval of the Board. Where more than one (1) Director is seeking advice about a single issue, the Chairman shall endeavour to coordinate the provision of the advice.

OFFICE ADDRESS AND OPERATING HOURS

VANZO HOLDINGS BERHAD

No. 12, Jalan Tiang U8/92
Seksyen U8, Bukit Jelutong
40150 Shah Alam
Selangor.

Tel : +603 7831 5055

Office hours : 9:30 a.m – 6:00 p.m. (Monday to Friday)

Lunch hours : 1:00 p.m – 2:00 p.m.