



**Zen Tech International Berhad**

**Board Charter**

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# Zen Tech International Berhad

## Board Charter

### 1. OBJECTIVES

The objectives of the Board Charter are to ensure that all Board members acting on behalf of Zen Tech International Berhad (“the Company”) are aware of their duties and responsibilities as Board members and various legislations and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in their dealings in respect, and on behalf of the Company.

This Board Charter sets out the composition, roles, and responsibilities of the Board.

### 2. BOARD STRUCTURE

#### 2.1 Composition and Board Balance

- a) The Board consists of qualified individuals with diverse experiences, varied skills, backgrounds, and perspectives relevant to the Company’s business operations.
- b) The number of Directors shall be not less than two (2) or more than twelve (12).
- c) Profiles of Board members are included in the Annual Report of the Company.
- d) In accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“ACE Market Listing Requirements”), the Company must ensure that at least two (2) directors or 1/3 of the board of directors of the Company, whichever is the higher, are independent directors. If the number of directors of the Company is not three (3) or a multiple of three (3), then the number nearest 1/3 must be used. In the event of any vacancy in the board of directors, resulting in non-compliance, the Company must fill the vacancy within three (3) months.
- e) The Independent Directors provide independent judgement, experience, and objectivity without being subordinated to operational considerations.
- f) The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- g) The views of the Independent Directors should carry significant weight in the Board’s decision-making.
- h) If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes will clearly reflect this.
- i) The Board promotes and embraces diversity and gender mix in its composition

and believes that the presence of diverse ethnicities, nationalities and gender on the Board can widen the Board's perspectives in effectively discharging its duties and responsibilities. While promoting diversity, due recognition to the financial, technical, experience and skill sets of the Director's concern and business imperative should remain a priority. In line with the Malaysian Code on Corporate Governance 2021 ("MCCG") to ensure that women participation on Boards reaches 30%. Despite not setting any specific target for the Company, the Board will actively work towards meeting this target.

## **2.2 Appointments**

- a) Members of the Board are expected to have appropriate knowledge, skills, and experience so as to qualify them to make positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Company.
- b) The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee.
- c) In the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- d) The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.
- e) Upon appointment of a new Director, the Company Secretary advises the Director of his/her principal duties and responsibilities and explains the restrictions to which he or she is subject to in relation to price-sensitive information and dealings in the Company's securities.
- f) All newly appointed directors shall retire and be re-elected by the shareholders at the Company's annual general meeting.
- g) The directorships held by any Board member at any one time shall not exceed five (5) listed companies.

## **2.3 Re-election**

- a) In accordance with the Company's Constitution, all newly appointed Directors shall retire from office but shall be eligible for re-election in the next Annual General Meeting subsequent to their appointment. The Constitution of the Company also provide that at least one third (1/3) of the remaining Directors be subject to re-election by rotation at each Annual General Meeting.
- b) The directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire (unless they otherwise agree among themselves) be determined by lot.

## **2.4 Independence of Director**

- a) An Independent Non-Executive Director is independent of management and free from any relationship or any transaction, which could materially interfere with the exercise of objective, his/her independent judgment, or his/her ability to act in the best interest of the Group.
- b) The Board undertakes to assess the independence of the Independent Directors annually.

## **2.5. Independence Criteria**

In determining/assessing the “independence” of its Directors, the Company also adopts the independence criteria of the ACE Market Listing Requirements which states that an Independent Director:

- a) is not, and has not been within the last 3 years, an officer of the applicant, listed corporation or any related corporation of such applicant or listed corporation (each corporation is referred to as the “said Corporation”). For this purpose, “officer” has the meaning given in section 2 of the Companies Act but excludes a director who has served as an independent director in any one or more of the said Corporations for a cumulative period of less than 12 years;
- b) is not a major shareholder of the said Corporation.
- c) is not a family member of any executive director, officer or major shareholder of the said Corporation.
- d) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation.
- e) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by the Exchange, or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by the Exchange;
- f) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange, or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the applicant or the listed corporation) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by the Exchange; or
- g) has not served as an independent director in any one or more of the said Corporations for a cumulative period of more than 12 years from the date of his first appointment as an independent director.

## **2.6 Tenure of Independent Director**

- a) The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue, to serve on the Board subject to the directors' re-designation as a non-independent director. In the event the Board intends to retain the Independent Director as an Independent Director after serving a cumulative term of nine (9) years, shareholders' approval will be sought.
- b) The Board must justify and seek shareholders' approval in the event it retains as an Independent Director.

## **3. PERFORMANCE**

### Performance Assessment / Board Evaluation

- a) The Board reviews and evaluates its own performance and the performance of its Committees on an annual basis against both measurable and qualitative indicators.

## **4. COMPANY SECRETARY**

- a) The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- b) The Company Secretary provides guidance to the Board on matters pertaining to the Board's responsibilities in order to ensure that they are effectively discharged within relevant legal and regulatory requirements.
- c) The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognizes the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required.
- d) The Company Secretary must keep abreast of, and inform, the Board of current governance practices.

## **5. BOARD COMMITTEES**

- a) The Board has delegated certain functions to certain Committees with each operating within it is clearly defined terms of reference. Details of the membership and summary of the terms of reference of each Committee appointed by the Board are published in the Annual Report.
- b) The Board has established the following Committees to assist the Board in the execution of its duties:
- c) The Chairman of the various Committees will report to the Board on the outcome of the Committee meetings.

### **5.1 Audit Committee**

The Audit Committee assists the Board in regard to financial reporting, audit and Risk Management and Investment, effectiveness of the internal audit function, external auditors' proposed audit scope and approach including recommendation

to the Board on the appointment of auditors.

The Audit Committee shall be appointed by the Board of Directors from amongst the Non-Executive Directors and shall consist of not less than three (3) members, with a majority of them being independent Directors.

The Audit Committee shall undertake the following responsibilities and duties: -

- (a) to review the following, in relation to External Auditors, and report the same to the Board:
- i. to consider the appointment and/or re-appointment of the external auditors, the audit fee and any questions of resignation or dismissal including recommending the nomination of person(s) as auditors.
  - ii. to establish policies to consider the nature and extent of the non-audit services rendered and the appropriateness of the level of the fees.
  - iii. to establish policies to assess the competency, audit quality & resource capacity of the external auditor in relation to the audit.
  - iv. to obtain written assurance from the external auditor, confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory environments.
  - v. to review the following with the external auditors:
    - the audit plan, its scope and nature.
    - the audit reports.
    - the results of their valuation of the accounting policies and systems of internal accounting controls within the Group; and
    - the assistance given by the officers of the Company to external auditors, including any difficulties or disputes with Management encountered during the audit.
  - vi. to assess the suitability objectivity and independence of the external auditors on an annual basis.
  - vii. to discuss problems and reservations arising from the interim and final audits, and any matters the auditors may wish to discuss (in the absence of management, where necessary).
  - viii. to review the unaudited quarterly financial results and the audited financial statements of the Group before recommending to the Board for approval, focusing particularly on:
    - changes in or implementation of major accounting policy changes.
    - significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed.
    - compliance with applicable accounting standards and other legal requirements.
    - significant adjustments arising from the audit.
    - the going concern assumption; and
    - major judgement areas.
- (b) to review the following, in relation to Internal Auditors, and report the same to the Board:
- i. ensure that the person responsible for the internal audit has relevant experience, sufficient standing and authority to discharge his function effectively.
  - ii. review the internal audit plan, processes and results of the internal audit assessment, investigation undertaken and whether the recommendations by



- the Internal Auditors have been implemented.
- iii. ensure that the Internal Auditors report directly to the Committee.
  - iv. review any appraisal or assessment of the performance of Internal Auditors.
  - v. approve any appointment or termination of the Internal Auditors.
  - vi. ensure the Internal Audit function has sufficient resources to carry out its role effectively.
- (c) to consider any related party transaction entered into by the Group and to determine if such transactions are undertaken on an arm's length basis and normal commercial terms and on terms not more favorable to the related parties than those generally available to the public and to review any conflicts of interest that may arise within the Group including any transaction, procedure or course of conduct that raises questions of Management's integrity.
  - (d) to report its findings on the financial and management performance, and other material matters to the Board.
  - (e) to consider the major findings of internal investigations and management's response.
  - (f) to monitor the Company's compliance with relevant laws, regulations, and code of conduct.
  - (g) to review the adequacy and effectiveness of Risk Management and Investment, internal control and governance systems and to review Risk Management and Investment reports from Management for risk identification, assessment and management.
  - (h) to consider and examine such other matters as the Audit Committee considers appropriate; and
  - (i) to consider other matters as may be directed by the Board from time to time.
  - (j) to review with Management:
    - i. audit reports and management letter issued by the External Auditors and the implementation of audit recommendations; and
    - ii. interim financial information.

## 5.2 Nomination Committee

The Nomination Committee assists the Board in regard to Board's appointments, re- elections and performance, Committee membership and succession of the Executive Directors. The Nomination Committee comprises Non-Executive Directors, a majority of whom are appointed from Independent Directors.

The duties and functions of the Nomination Committee are to: -

- a. The nomination of new Directors of the Company.

In recommending such candidates, the Committee must take into account the Company's Fit and Proper Policy.

- b. The nomination of competent persons of integrity with strong sense of professionalism for appointment as Senior Management and Company Secretary.

- c. The reappointment of a Director of the Company.
- d. The optimal size and mix of skills to ensure the efficient operation of the Board.
- e. Membership of Board Committees.
- f. The establishment of an appropriate succession plan for Senior Management and ensuring there are programmes to provide for the orderly succession of Senior Management.
- g. the removal of a Director and Senior Management from the Board / Company if the Director and/or Senior Management is ineffective, errant and negligent in discharging his/her responsibilities.
- h. re-election of the Directors subject for retirement by rotation based on the provisions in the Company's Constitution at every Annual General Meeting.
- i. to assess the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their TOR.
- j. any human resource matters as may be required from time to time including Employee Engagement

### **5.3 Remuneration Committee**

The Remuneration Committee assists the Board in regard to the remuneration packages of each individual Executive Directors and the Executive Chairman. The Remuneration Committee comprises Non-Executive Directors and a majority of whom are appointed from amongst the Independent Non-Executive Directors

The duties and functions of the Remuneration Committee are to: -

- a) The Remuneration Committee shall review and recommend to the Board the framework of remuneration of the Executive Directors and Senior Management, taking into account the performance of the individual, the inflation price index and information from independent sources on the rates of salary for similar jobs in selected group of comparable companies.
- b) The Remuneration Committee shall review and determine the annual salary increment, performance bonus, and short term/long term incentives (including share grant and bonus) for Executive Directors and Senior Management depending on various performance measurements of the Company.
- c) The Remuneration Committee shall review and determine the other benefits in kind for the Executive Directors and Senior Management.
- d) The Remuneration Committee shall review and making recommendations to the Board in respect of the remuneration of the Non-Executive Directors (including directors' fee and other benefits payable), particularly on whether the remuneration remains appropriate to each Director's contribution, taking into

account the level of expertise, commitment and responsibilities undertaken. The individuals concerned should abstain from the deliberation of their own remuneration.

- e) The Remuneration Committee shall review the Company's compensation policy and ensure alignment of compensation to corporate performance, and compensation offered in line with market practice.
- f) The Remuneration Committee may recommend the engagement of external professional advisors to assist and/or advise the Remuneration Committee and the Board on remuneration matters, where necessary.
- g) The Remuneration Committee shall provide a report summarizing its activities for the year in compliance with the MCCG, ACE Market Listing Requirements, and any relevant regulations. The report can be incorporated into the corporate governance statement in the annual report or included as a separate report.

#### **5.4 Risk Management and Investment Committee**

The Risk Management and Investment Committee assist the Board in regard to identifying, assessing and monitoring key business risks to safeguard shareholders' investments and the company's assets.

Furthermore, the Risk Management and Investment Committee is also to assist the Board of Directors in relation to the review, monitoring and to recommend to the Board significant matters related to all existing, potential, and significant investments by the Company.

The function of the Risk Management and Investment Committee are as follows: -

- a) Review and monitor Group's Risk Management and Investment framework and activities.
- b) Report to the Board regarding the Group's risk exposures, including review risk assessment model used to monitor the risk exposures and Management's views on the acceptable and appropriate level of risks faced by Group.
- c) To review and discuss with Senior Management and Internal Auditor, on an annual basis or as and when deemed necessary particularly on: -
  - the key guidelines and policies governing the Group's significant processes for risk assessment and Risk Management and Investment.
  - the validity of the identified risks and ensuring that appropriate actions are taken to mitigate the risks.
  - the adequacy of infrastructure, resources and system for Risk Management and Investment, the staff responsible for implementing Risk Management and Investment system perform those duties efficiently and effectively; and
  - the periodical risk rating report and Risk Management and Investment activities.
- d) to review the Company's Strategic Plan developed by Management in its effort to enhance shareholders' value;

- e) to review and recommend the Company's Investment Policy for the Board's approval.
- f) The scope and functions of the Risk Management and Investment Committee are set out below:

The Company's Strategic Plan

- i. oversee the execution of the approved Company's Strategic Plan comprising of strategy implementation, progress tracking and performance evaluation against the approved the Company's Strategic Plan.
- ii. review the Company's Strategic Plan pertaining to investments and divestment activities.
- iii. review progress of due diligence and implementation of the potential investments/divestments.
- iv. review progress of approved investments/divestments, acquisitions/disposals at every quarter.

The Company's Investment matters.

- i. review and recommend to the Board the Group's Investment Policy in line with the Company's Strategic Plan.
- ii. review and recommend to the Board, the specific initiatives, projects, and potential investments proposed by the Management to achieve the approved the Company's Strategic Plan including any corporate exercises, change of business model, restructuring plans, major capital expenditure, funding requirements and the salient terms of agreements of the proposed acquisitions/disposals.
- iii. review the Company's investment portfolio and assess the performance of the Group's investments in the context of business and operational performance as well as changing market environment.
- iv. the review, including emerging risks and opportunities, market outlook (i.e., market study and market analysis), economic indicators, currency market, industry/regulatory developments as well as key business developments, which may affect the investment portfolio, the Company's investment strategy and the Company's financial health. Any required changes to the Company's investment portfolio and the Company's investment strategy shall be tabled to the Board for approval.
- v. review and recommend to the Board any proposed investments and divestments, including their funding requirements. Proposals on new investments and divestments includes and is not limited to existing and new merger and acquisitions, acquisition of land and buildings. The Risk Management and Investment Committee shall also recommend to the Board any proposed acquisition/divestment/cessation of overseas offices within the limit set out in Company's Limit of Authority.
- vi. review and recommend to the Board unbudgeted due diligence expenses for

investment in or acquisition/divestment/cessation of businesses, companies, land, and buildings as per Company's Limit of Authority.

- vii. review and approve budgeted due diligence expenses and M&A related consultant expenses for acquisition/divestment/cessation of businesses, companies, overseas offices, land and buildings whereby the total expenses shall not exceed the approved annual budget as per Company's Limit of Authority.
- viii. review and approve unbudgeted due diligence expenses and M&A related consultant expenses for acquisition/divestment/cessation of businesses, companies, land and buildings as per Company's Limit of Authority.
- ix. undertake any other necessary duties, as mutually agreed by the Investment Committee and the Board or any other authority, which are empowered by law or regulated by any Government in which the Company operates in; and
- x. review the Risk Management and Investment Committee Report and recommend it to the Board for approval.

## **6. DIRECTORS' REMUNERATION**

- 6.1 Directors' remuneration is generally determined at levels which would continue to attract and retain Directors of such caliber to provide the necessary skills and experience as required and commensurate with the responsibilities for the effective management and operations of the Group.
- 6.2 For the Executive Director, the component parts of remuneration are structured so as to link short and long-term rewards to corporate and individual performance.
- 6.3 The Non-Executive Directors receive a fixed fee and shall be approved or disapproved by the Annual General Meeting based upon a proposal of the Board.
- 6.4 The fees of the individual Board members of the Company are disclosed in the annual report.
- 6.5 No Director other than the Managing Director/Executive Directors shall have the service contract with the Company.

## **7. ROLES AND RESPONSIBILITIES OF THE BOARD**

- 7.1 The Directors are responsible for managing the business of the Company and may exercise all the powers of the Company which are not required, by the provisions of the Companies Act 2016, Constitution and ACE Listing Requirements of Bursa Securities as well as other applicable laws and regulations.
- 7.2 In discharging his/her duties, each Director must:
  - a) exercise care and diligence.
  - b) act in good faith in the best interests of the Company.
  - c) not improperly use his/her position or misuse information of the Company; and
  - d) commit the time necessary to discharge effectively his/her role as a Director.

### **7.3 Role of the Board**

#### Duties and Responsibilities

The functions of the Board are to:

- a) Establish the organization's values, vision, mission, and strategies.
- b) Develop strategic (direction) plans and ordering strategic priorities.
- c) Review and agree the business (action) plans and annual budget proposed by the Executive Management Team. Monitor the achievement of the strategic and business plans and annual budget.
- d) Establish a succession plan.
- e) Establish such committees, policies and procedures as appropriate, compliance obligation and functions are effectively discharged.
- f) Arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate.
- g) Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements.
- h) Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- i) Ensure that the organization has appropriate corporate governance.

#### Matters reserved for the Board

- a) Approving specific items of capital expenditure and investments, acquisitions and dis- investments and any significant initiatives or opportunities that arise outside the annual planning and budgeting process.
- b) Approving and monitoring major projects including corporate restructuring/re-organization.
- c) Overseeing the conduct and performance of the Company and subsidiaries to ensure that they are being properly and appropriately managed.
- d) Appointing and approving terms and conditions of appointment of the Chief Executive Officer/Managing Director and Chief Financial Officer.
- e) Appointing Directors to the Board.
- f) Approving the quarterly, full-year financial statements and annual report.
- g) Recommending the interim and final dividends to shareholders.
- h) Approving significant changes in accounting policies.
- i) Approving the Company's policies which may be developed from time to time.
- j) Reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking shareholders' approval.

### **7.4 Role of Executive Director**

The Executive Director is responsible for:

- a) Participate with the Board of Directors in developing a vision and strategic plan to guide the organization.
- b) Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the organization.
- c) Manage and oversee the day-to-day operations of the organization.

### **7.5 Compliance with laws and internal code of conduct**

- a) The Directors must comply with all relevant requirements of law, including those set out in the Companies Act 2016 and relevant common law duties.
- b) In addition, all directors must comply with the Code of Ethics and Conduct

developed and approved by the Board from time to time.

## **7.6 Declaration of Interests**

- a) Every director shall declare in writing to the Secretary of the Board of Directors the nature and extent of any relationship, arrangement, contract or agreement which creates a duty to or interest in any other entity or individual which may result in a conflict of interest, real or perceived.
- b) A director who has an interest, direct and/or indirect, in any matter, business, or transaction (“Matter”) before the Board of Directors in respect of which the Board will be rendering a decision shall provide written disclosure of the nature and extent of his or her interest to the Secretary of the Board as soon as practicable after the Director becomes aware of his interest.
- c) A director who is interested in a Matter shall not be present at or participate in any discussion or vote on the decision regarding that Matter. The disclosure of the director shall be recorded in, or annexed to, the minutes of the meeting at which such disclosure was made.

## **8. FINANCIAL REPORTING**

### **8.1 Transparency**

- a) The Company aims to present a clear and balanced assessment of the Company’s financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.
- b) The Board ensures that the financial statements are prepared to give a true and fair view of the current financial position of the Group and of the Company in accordance with the approved accounting standards.
- c) The Board is assisted by the Audit Committee to oversee the Group’s financing reporting process and the quality of its financial reporting.

### **8.2 Company Auditors**

- a) The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company Auditors through its Audit Committee.
- b) The Audit Committee also keeps under review the scope and results of the audit and cost effectiveness and the independence and objectivity of the Company Auditors.
- c) The appointment of the Company Auditors is subject to approval of shareholders at General Meetings. The Company Auditors have to retire during the Annual General Meeting every year and be re-appointed for the ensuing year.

### **8.3 Internal Controls and Risk Management and Investment**

- a) The Company has outsourced its internal audit function which critically reviews all aspects of the Company’s activities and internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business units and

subsidiaries are undertaken on a regular basis.

- b) The Board ensures the system of internal controls is reviewed on a regular basis.
- c) The Audit Committee receives reports regarding the outcomes of such reviews on a regular basis.

## **9. BOARD PROCESSES**

### **9.1 Board Meetings**

- a) Meetings will be conducted at least four (4) times a year, with additional meetings convened as and when necessary. A schedule of the regular meetings will be provided to the Directors well in advance.
- b) A quorum for a meeting of the Board is two (2) directors.
- c) Actions on all matters arising from any meeting are reported at the following meeting.
- d) The Board may invite external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all the Board Meeting at the discretion of the Board.
- e) Members of the Management who are not Directors may be invited to attend and speak at the meetings on matters relating to their sphere of responsibility.
- f) Directors are expected to attend Board meetings on which they serve to facilitate the discharge of their responsibilities.

### **9.2 Minutes and Resolutions**

- a) Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board at the subsequent meeting. Directors' Circular Resolutions signed by the majority of the Directors are as valid and effectual as if the resolutions had been passed at the meeting of the Directors. The resolutions are to be recorded in the Company's minutes book kept by the Company Secretary.

### **9.3 Notices and Board Papers**

- a) The Board paper and agenda items shall be circulated at least seven (7) days prior to the meeting.
- b) Minutes prepared following the Board meeting will be circulated in draft form. The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. Issues discussed in arriving at each Board's decision shall be recorded.

### **9.4 Access to Information**

- a) The Directors have unrestricted access to the advice and services of the Company Secretary and Senior Management staff in the Group and may obtain independent professional advice at the Company's expense in the furtherance of their duties.



**10. DIRECTORS' TRAINING AND CONTINUING EDUCATION PROGRAMMES**

- a) The Directors are regularly updated by the Company Secretary and/or Management on new statutory, corporate and regulatory developments relating to the Directors' duties and responsibilities or the discharge of their duties as Directors of the Company.
- b) New Directors will be briefed on the Company's history, operations and financial control system and a base visit would be conducted to enable them to have in-depth understanding of the Company's operations.
- c) Directors are expected to undertake any necessary continuing professional education to enable them to discharge their duties and to keep abreast of relevant changes in laws and regulations and the development in the industry.
- d) The Board will assess the training needs of the Directors from time to time and will ensure Directors have access to continuing education programme.

**11. THE BOARD'S RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS**

- a) The Board will maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders, Investors, and the general public.
- b) The Board will ensure that the General Meetings of the Company are conducted in an efficient manner and serve as a principal forum for dialogue with the shareholders.
- c) The Board encourages full participation of shareholders at all Annual General Meetings to ensure a high level of accountability and discussion of the Company's strategy and goals.
- d) The Company will also invite the external auditor to attend the Annual General Meeting and be available to answer shareholders' questions.
- e) The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements made during the year.
- f) The Company's website provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

**12. THE BOARD'S RELATIONSHIP WITH OTHER STAKEHOLDERS AND EMPLOYEES**

- a) The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the vision and mission of the Company.
- b) The Company should at all times promote professionalism and improve the competency of management and employees and should ensure adequate safety measures and provide a safe and healthy working environment for all employees at

the workplace.

### **13. ENVIRONMENT AND SOCIAL RESPONSIBILITY**

#### **13.1 Environment**

- a) The Board acknowledges the need to safeguard and minimize the impact to the environment in the course of achieving the Company's vision and mission.
- b) The Company supports initiatives on environmental issues.

#### **13.2 Social Responsibility**

- a) The Board acknowledges that the Company should play a vital role in contributing towards the welfare of the community in which it operates.
- b) The Company supports charitable causes and initiatives on community development projects.

### **14. CORPORATE DISCLOSURE POLICY AND PROCEDURES**

- a) The Board aims to provide shareholders and investing public with accurate, timely, transparent, consistent, factual and quality information in accordance with applicable legal and regulatory requirements.
- b) While the Board is generally responsible for the proper dissemination of material information, the Executive Director have been designated as the authorized person to ensure that communication with the public about the Company are factual, accurate and broadly disseminated in accordance with the disclosure obligations under the ACE Market Listing Requirement of Bursa Malaysia Securities Berhad. He / She shall, deem appropriate, consult with outside legal advisers in discharging his / her responsibilities.
- c) "Material Information" is any information relating to the business and affairs of the Company that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities.
- d) The Executive Director shall also be the official spokesperson authorized to speak on behalf of the Company to journalists, analysts, fund managers, institutional investors or other persons outside the Company.

### **15. REVIEW OF BOARD CHARTER**

- a) The Board will review this Charter from time to time to ensure it remains consistent with its objectives and responsibilities and existing regulatory requirements.

### **16. PUBLICATIONS OF THE BOARD CHARTER**

- a) A copy of the Board Charter is available at the Company's website at [www.ztech.com.my](http://www.ztech.com.my).