

GENETEC TECHNOLOGY BERHAD
(Company No. 445537-W)

BOARD CHARTER

1. INTRODUCTION

The Board of Directors of Genetec Technology Berhad regard Corporate Governance as important principles and practices to be upheld, and it will continuously strive to ensure that good Corporate Governance is implemented and carried out through out the Group, wherever applicable, with the ultimate objective to adopt good governance practices as an integral part of business dealings and business culture.

2. OBJECTIVES

This Board Charter shall constitute and form an integral part of each Director's duties and responsibilities, and the role of the directors shall be clear, strengthened in all its relationships with the management and shareholders. In light of this, the responsibilities of the board shall be set out in the Board Charter to ensure the understanding of management oversight, setting strategic direction that is premised on sustainability and promoting ethical conduct in business dealings.

3. THE BOARD

3.1 Roles

3.1.1 The Board is charged with leading and managing the Company in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Company. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.

3.1.2 The Board understands that the responsibility for good Corporate Governance rests with them and therefore strives to follow the practices stated in the Malaysian Code on Corporate Governance ("MCCG"). Pursuant to Rule 15.25 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") for the ACE Market ("LR"), the Board includes an overview of the application of the Principles set out in the MCCG in the Company's Annual Report. In addition, the Company must disclose the application of each Practice as set out in the MCCG during the financial year, to the Bursa Securities in a Corporate Governance Report and announce the same together with the announcement of the Annual Report. The Company must state in its annual report, the designated website link or address where the Corporate Governance Report may be downloaded.

3.1.3 The duties, powers and functions of the Board are governed by the Company's Constitution, the Companies Act 2016, as amended from time to time and any re-enactment thereof, regulatory guidelines and requirements that are in force.

3.1.4 The Board shall assume the following responsibilities:

- a) Reviewing and adopting a strategic plan for the Company;
- b) Establishing policies for strengthening the financial and operational performance of the Group and ensuring proper and effective execution of the policies;
- c) Overseeing and evaluating the conduct of the Company's business to ensure the business is properly managed. This includes ensuring the solvency of the Group and the ability of the Group to meet its contractual obligations and to safeguard its assets;

- d) Ensuring the Group has appropriate risk management process/framework and adequate internal control systems to identify, analyse, evaluate, manage and control significant financial and non-financial risk;
- e) Reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems which includes appropriately sound framework/systems of reporting for compliance with applicable law, regulations, rules, directives and guidelines;
- f) Ensuring the conduct of the Group business complies with applicable laws, regulations, rules and directives and guidelines;
- g) Appointing board committees to address specific issues, considering recommendations of the various board committees and discussing problems and reservations arising from these committees' deliberations and reports;
- h) Ensuring that the statutory accounts of the Company and Group are fairly stated and conform with the relevant regulations including acceptable accounting policies that result in balanced and understandable financial statements;
- i) Ensuring the integrity of the Company's financial and non-financial reporting;
- j) Ensuring that there is in place an appropriate succession plan for members of the Board and senior management;
- k) Formalising the Company's strategies on promoting sustainability, focusing on environmental, social and governance aspects.
- l) Ensuring the Group adheres to high standards of ethics and corporate behaviour including transparency in the conduct of business;
- m) Developing and implementing an appropriate investors relations programme or shareholder communication policy for the Company; and
- n) Together with senior management, promote good corporate governance culture which reinforces ethical, prudent and professional behaviour.

3.1.5 The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act honestly, fairly, diligently and in accordance with the law and in the best interests of the Company as a whole. It is the role of Management to manage the Company in accordance with the direction of and delegation by the Board and the responsibility of the Board to oversee the activities of Management in carrying out these delegated duties.

3.2 Composition and Board Balance

3.2.1 The Board should consist of individuals with diverse experiences, backgrounds and perspectives besides having high standards of professionalism and integrity. The composition and size of the Board is such that it facilitates the making of informed and sound decisions.

3.2.2 The Board determines the Board size and composition, subject to limits imposed by the Company's Constitution. The Constitution provides that there shall be a minimum of two (2) Directors and maximum of fifteen (15) Directors.

3.2.3 In compliance with Rule 15.02 of the LR, at any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members shall be Independent Directors. The Board shall comply with the LR as may be amended from time to time in respect of the composition of the Board.

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- 3.2.4 The Board shall include an appropriate balance of executive and non-executive directors (including independent non-executive directors) such that no individual or small group of individual will dominate the Board's decision making process.
- 3.2.5 The Executive Directors have been assigned specific roles and responsibilities as may be determined from time to time by the Board and this will be documented separately.
- 3.2.6 The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations. They help to ensure that the interests of all shareholders are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- 3.2.7 In accordance with Practice 4.2 of MCCG, the tenure of Independent Directors shall not exceed a cumulative term of nine (9) years. However, the retention of Independent Directors after serving a cumulative term of nine (9) years shall be subject to shareholders' approval annually in line with the recommendation of the MCCG.
- 3.2.8 The Board may appoint a Senior Independent Director (SID) to act as-
- a sounding board for the Chairman
 - an intermediary for other directors when necessary; and
 - the point of contact for shareholders and other stakeholders.

3.3 Diversity Policy

- 3.3.1 The Company recognises the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent. Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. Any new appointments of Board or senior management shall be based on merits, objective criteria and with regard for diversity in skills, experience, age, cultural background and gender.
- 3.3.2 The Company shall endeavour to have representation of women at the senior management level and the Board of the Company in line with the gender diversity policy and will actively work towards having appropriate representation of women at the senior management level and the Board of the Company.
- 3.3.3 To pursue the objectives of gender diversity, the Board would take into consideration the following measures:
- a) The Company is responsible in ensuring that gender diversity objectives are adopted in recruitment from a diverse pool of candidates for all positions, including senior management and the Board;
 - b) The Company shall adopt a more accommodating boardroom/corporate culture and environment that is free from harassments and discriminations, in order to attract and retain women participation on the Board as well as at the senior level of the Company;
 - c) The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts, where necessary.

3.4 Appointments & Re-election

- 3.4.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee ("NC"). The Board has approved and adopted a formal procedure on selection and appointment of new directors.
- 3.4.2 In making any recommendations for the appointment of the Board and its various Board Committees, the NC considers diversity generally, taking into account relevant skills, age, experience, cultural background, gender, ethnicity and other qualities of Directors.

3.4.3 The Company's Constitution provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting ("AGM"). Further, one third (1/3) of the Board shall retire from office and be eligible for re-election at every AGM, and all the Directors shall submit themselves for re-election at least every three (3) years.

3.4.4 The Director should meet the following criteria set by the NC for recommendation on re-election of retiring directors:-

- (a) the retiring Director has met a physical attendance record of not less than 50% of the total Board meetings held in a financial year;
- (b) the said Director should contribute effectively to the decision making process of the Board; and
- (c) the said Directors should have attended minimum one (1) training programme (inclusive speaking engagement and site visit) as part of the continuing education program in a financial year.

3.5 New Directorship

3.5.1 The newly appointed Directors are expected to declare their time commitment to the Board in the director's service contract or letter of appointment, if any, prior to accepting the position in the Company, and to notify the Chairman of the Board if they sit in other listed issuers as a director.

3.5.2 All Board members who wish to accept new appointments to the Board of other listed issuers, upon appointment and from time to time during their tenure, are required to notify the Chairman of the Board and company secretary as soon as practicable. The notification shall include an indication of time that will be spent on the new appointment.

3.5.3 The number of directorships in listed issuers held by any Board member at any one time shall comply with the LR.

3.6 Directors' Remuneration

3.6.1 The performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company. In case of the Executive Directors and senior management, the component parts of remuneration shall be structured so as to link rewards to corporate and individual performance set at the beginning of each financial year, upon finalisation of the ensuring year's budget.

3.6.2 In the case of Non-Executive Directors, the level of remuneration shall be linked to their experience and the level of responsibilities undertaken.

3.6.3 The Remuneration Committee has set the remuneration framework for the remuneration of the Executive Directors and deliberate on the remuneration packages of Non-Executive Directors and shall then make recommendation to the Board for approval. The Board has also established a formal and transparent remuneration policies and procedures to attract and retain Directors.

3.7 Access To Management And Independent Advice

3.7.1 The members of the Board whether as a full Board or in their individual capacity shall have full and unrestricted access to the management and company secretary for the relevant and timely information.

3.7.2 The Board has approved and adopted a formal procedure whereby the Directors, collectively or individually, may seek independent professional advice at the Company's expense on specialised issues to enable the Board to discharge their duties with adequate knowledge on the matters being deliberated.

3.8 Director's Training

3.8.1 In addition to the Mandatory Accreditation Programme (MAP) as required by the Bursa Securities, the Directors shall undergo continuous trainings to equip himself to effectively discharge his duties and refresh competencies by participation in:-

- Seminars and workshops that highlight amongst others, techniques of enhancement of shareholder value, methods of evaluating business performance and capital proposals, updating of regulatory and legislative reforms that impact board and committee work and understanding of financial statements and investment products which the company may be exposed to.
- Industry conference and trade shows which strengthen professional networking and enable the gaining of insights of customers and competitors.
- Field trips to company operations to gain actual knowledge of operations, staff and department.

3.8.2 The Board shall assess the training needs of the Directors from time to time. Every Director is required to attend minimum one (1) training programme (inclusive speaking engagement and site visit) in a financial year.

3.9 Board Meetings and Procedures

3.9.1 The Board shall meet at least four (4) times a year with additional meetings will be convened as and when necessary. Every Director is required to attend at least 50% of the total Board meetings held in each financial year. The Board should record its deliberations and the decisions and resolutions carried at the board meetings. The Board should review the minutes to ensure the completeness and accuracy of the minutes.

3.9.2 All Directors shall be provided with timely and quality information and in the form and manner appropriate for them to discharge their duties effectively. A full and comprehensive Board papers shall be circulated to all Directors at least 5 business days in advance of each Board Meeting. The Board members, where necessary, may consult with experts and professionals for advice at the expense of the Company.

3.9.3 The Board is committed to reaching a prompt and fair resolution of any disputes, conflicts, or disagreements that may arise from time to time, and that may threaten the functioning of the Board. The Directors of the Company shall work together to ensure that conflicts are avoided. The Directors shall follow the procedures as endorsed by the Board in the event that a disputes, conflicts, or disagreements conflict arise.

3.9.4 A formal schedule of matters should be reserved for the Board's deliberations and decisions to ensure the direction and control of the company is firmly vested in the Board. The formal schedule of matters, amongst others, shall include:

- Review and approve strategic direction and business plans;
- Review and approve the financial statements of the Group for timely lodgement and release to relevant authorities and market;
- Review major risks and relevant measures deployed by management to address the risks;
- Establish and delegation of power to board committees and management team;
- Review and approve corporate exercise, restructuring plans, capital expenditure, disposal of capital items, funding requirements;
- Review and consider succession plan, evaluation of board and board committees and individual directors based on recommendations of Nomination committee;
- Review recommendation from Remuneration Committee on remuneration packages of directors and senior management;
- Review Group budgets;
- Review and ratify the related party transactions and recurrent related party transactions;
- Approve the appointment and resignation of directors, company secretary and auditors;

3.9.5 In accordance with Article 134 of the Company's Constitution, a resolution in writing signed or approved by a majority of Directors for the time being present in Malaysia by legible confirmed transmission by telefax, telax, cable or telegram, shall be valid and effectual as if it had been passed at a meeting of the Directors.

3.10 Declaration of Interest/Conflict of Interest

3.10.1 Every director has a duty to avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Group, or which divides his/her loyalty to the Group.

3.10.2 In the event of the occurrence of a conflict of interest situation, the particular Director shall declare his/her interests and shall abstain and continue to abstain from all deliberations and voting on the contract or proposed contract that he is interested except for purposes of providing information and clarification (where required).

3.10.3 A Director, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his/her interests in accordance with the provisions of the Companies Act 2016.

3.11 Code of Ethics and Conduct

3.11.1 The Company has adopted the Code of Ethics as prescribed by the Companies Commission Malaysia for the Directors to observe high standards of ethical conduct and a separate Code of Conduct which reflects Genetec's values of integrity, respect, trust and openness for the Directors. .

3.11.2 Both Directors and employees are required to uphold the highest integrity in discharging their duties and in dealings with various stakeholders such as shareholders, customers, fellow employees and regulators.

4. CHAIRMAN AND MANAGING DIRECTOR ("MD")

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

4.1 Chairman

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

- a) leading the Board in setting the values and ethical standards of the Company;
- b) ensuring that quality information to facilitate decision-making is delivered to Board members on a timely basis;
- c) ensuring appropriate steps are taken for the provision of communication with shareholders and relevant stakeholders and their views are communicated to the Board as a whole;
- d) facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors;
- e) in consultation with the MD and the company secretary in setting agenda for Board Meetings and ensures that all relevant issues are on the agenda;
- f) facilitating regular evaluation of performance of the Board members, its committees and individual Directors;
- g) ensuring the followings are carried out at Board meetings:-
 - all directors are properly briefed on issues arising at board meetings;
 - there is sufficient time allowed for discussion on complex or contentious issues and where appropriate, arranging for informal meetings beforehand to enable thorough preparations;
 - encouraging active participation and allowing dissenting views to be freely expressed;

- allow every board resolution to be voted on and to ensure the will of the majority prevails;
 - Chairman to cast his votes in accordance with the prescribed the Company's Constitution;
- h) ensuring the financial management practices are performed at high level of integrity and business dealings are carried out in an ethical manner in compliance with the laws and regulations;
- i) ensuring all Board members, when taking up office, are fully briefed on the terms of their appointment, time commitment, duties and responsibilities and the business of the Company and/or Group;
- j) leading the Board in establishing and monitoring good corporate governance practices in the Company.

4.2 Managing Director

The MD is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions. The MD assumes the following responsibilities:

- a) Ensure group-wide adherence and commitment to the principles and values of the Company and/or Group;
- b) Foster a corporate culture that promotes ethical practices, encourages individual integrity, and fulfils social and environmental responsibility;
- c) Maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top quality employees;
- d) Develop and recommend to the Board a long-term strategy and vision for the Company and/or Group;
- e) Ensure that the day-to-day business affairs of the Group, and that proper systems and controls are in place for effective risk management of the Company and/or Group;
- f) Ensure, in co-operation with the Board, that there is an effective succession plan for the senior management in place.
- g) Consistently strive to achieve the Company/Group's financial and operating goals and objectives.
- h) Ensure continuous improvement in the quality and value of the Company and/or Group's products and service provided.
- i) Ensure that the Company and/or Group achieve and maintain a satisfactory competitive position within its industry.
- j) Formulate and oversee the implementation of major corporate policies.

5. BOARD COMMITTEES

The Board may delegate their powers and duties to the following Board committees which shall operate within defined terms of reference in accordance with the requirements of the LR as set out in the following respective Appendices:-

- **Audit Committee (APPENDIX I);**
- **Nomination Committee (APPENDIX II);**
- **Remuneration Committee (APPENDIX III); and**
- **Risk Management Committee (APPENDIX IV).**

6. GENERAL MEETINGS

- 6.1 The Company regards the general meetings as the principal forum for dialogue with shareholders and aims to ensure that the general meetings provide an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- 6.2 General meetings provide avenues for shareholders to exercise their ownership rights. The Board shall facilitate the exercise of these rights and take reasonable steps to encourage shareholders participation at general meetings, by serving notices for meetings earlier than the minimum notice period required by law and regulation. The Board shall disclose all relevant information to shareholders to enable them to exercise their rights by attending to the general meetings and vote in the appropriate manner. To facilitate greater shareholder participation, the Board may consider adopting electronic voting.

- 6.3 The Chairman of the meeting will inform the shareholders that all the resolutions set out in the notice of any general meeting shall be voted by poll in accordance with the provisions of LR at the commencement of the general meeting. An announcement of the detailed results showing the number and percentage of votes cast for and against each resolution will be released to Bursa Securities accordingly.

7. BOARD AND BOARD COMMITTEES EVALUATION

- 7.1 The Board, through the NC, shall undertake an annual evaluation of its own performance and effectiveness, including the assessment on the Board as a whole, Board Committees, and individual Directors.
- 7.2 The Board assesses the independence of the Directors annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of Directors through the Assessment of Independence of Independent Directors.
- 7.3 The NC and the Board will consider the assessment results from the annual evaluation to determine the re-election and/or retention of Directors, as well as for further development of the Directors.
- 7.4 The Board evaluation shall be facilitated by a professional independent party, as and when the Board deems necessary, in order to achieve a greater objectivity to the assessment by providing an unbiased perspective on a Director's performance and contribution.

8. FINANCIAL REPORTING

8.1 Transparency

- 8.1.1 The Company aims to present a clear and balanced assessment of the Group's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.
- 8.1.2 The Directors ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the approved accounting standards.
- 8.1.3 The Company's practice is to announce its quarterly financial results to Bursa Securities as early as possible within two (2) months after the end of each quarterly financial period.
- 8.1.4 The Auditors' Report shall contain a statement from the Auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements.

8.2 Auditors

- 8.2.1 The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Auditors through its Audit Committee.
- 8.2.2 The Audit Committee also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Auditors. The Board has approved and adopted the Auditors Policy for the guidelines and procedures for the Audit Committee to review, assess and monitor the performance of the Auditors.
- 8.2.3 The Audit Committee shall review and monitor the suitability and independence of external auditors annually by establishing/adopting of policies and procedures:
- i. in governing circumstances for contracts of non-audit services to be entered with external auditors and procedures that must be followed by the external auditors;

- ii. to assess the suitability and independence of external auditors;
- iii. to obtain written assurance from the external auditors 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 requirements.

8.2.4 Appointment of the external auditors is subject to approval of shareholders at general meetings. The external auditors have to retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

8.3 Internal Controls and Risk Management

8.3.1 The Board recognises the importance of sound internal control in the Company and with this regards, the Board ensures that there is an on-going process for identifying the level of risk tolerance and managing significant risks faced by the Group. The Board believes that maintaining a sound system of internal control is based on a clear understanding and appreciation of the following key elements:

- a) Determining the Company's level of risk tolerance and activity identified, assess and monitoring the key business risks to safeguard shareholders' investments and the Company's assets;
- b) Commitment to articulate, implement and reviewing the Company's internal control systems;
- c) Periodic testing of the effectiveness and efficiency of the internal controls procedures and processes to be conducted to ensure that the system is viable and robust.

8.3.2 A risk management structure outlines the responsibility of the Risk Management Committee ("RMC") has been established to carry out the following functions:

- a) RMC assess significant risks which could potentially affect the strategic and operational objectives of the Company and the RMC charted the corrective measures required to mitigate those risk identified.
- b) RMC met once during the financial year to review and update the Company's principal risk.
- c) Progress of RMC activities and Risk Register are updated to the Board by the RMC for information and deliberation.

8.3.3 Internal Audit Function

The Company outsourced its internal audit function to a firm of consultants which provides the Board with the level of assurance required on the adequacy and integrity of the internal control system. The internal audit function adopts a risk-based approach, focusing mainly on key processes and principal risk areas of the operating units.

The objectives of the assignment are to independently review the system of internal control as established by Management and make appropriate recommendations for improvement. Two cycles of internal audit were completed for each financial year under review, and findings from the internal audit had been communicated to the Audit committee for review and endorsement.

The Audit Committee considers the internal audit report and Management's responses, before reporting and making recommendations to the Board in strengthening the risk management and internal control systems.

9. COMPANY SECRETARY

9.1 The Board shall appoint a suitably qualified Company Secretary, who plays an important role in advisory and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Group. The appointment or removal of the Company Secretary shall be a matter for the Board as a whole.

9.2 Among others, the roles and responsibilities of a Company Secretary include the following:

- (a) advise the Board on its role and responsibilities;
- (b) advise the Board and Management on governance issues and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectation;
- (c) advise and continuously update the Board on corporate disclosures and compliance with listing requirements, company and securities legislations, and related regulations;
- (d) ensure proper upkeep of statutory registers and records;
- (e) manage the logistics of all Board, Committees and general meetings, attend and record minutes of the meetings thereof;
- (f) assist Chairman in determining the annual Board plan and the administration of other strategic issues;
- (g) facilitate in the induction of new directors, and assist in director training and development; and
- (h) serve as a focal point for stakeholders communication and engagement on corporate governance issues.

9.3 The Company Secretary shall undertake continuous professional development.

10. INVESTOR RELATIONS AND EFFECTIVE COMMUNICATION

10.1 The Board recognizes the need for effective investor relation and communication with shareholders, stakeholders, financial analysts by providing them with relevant information affecting the Company.

10.2 The Company adopts an open and transparent policy in respect of its relationship with these stakeholders and ensure timely release of information through the following ways and means:-

- Constructive engagements with shareholders and financial analysts about performance, corporate exercises and other matters affecting shareholders' interests;
- Press conference and release of press statement after General Meetings;
- Company's website updated with corporate information and company's activities and performance.

10.3 The Board has established the shareholders' communication policy as set out in **APPENDIX V** to promote effective communication with shareholders.

11. SOCIAL RESPONSIBILITY AND SUSTAINABILITY

The Board is cognizance of formulating strategies that promotes sustainability and stakeholders' interests. In this regards, the needs and interests of stakeholders are taken into consideration.

11.1 Employees

Employees are invaluable assets of the Company and play a vital role in assisting the Company to achieve its vision and mission. The Company endeavors to provide a conducive working environment in their workplace by enforcing and adhering to Occupational Safety and Health measures with the objective of ensuring a secured, safe and healthy workplace for all employees. Safety consciousness must be instilled in all operations.

11.2 Environment

The Board acknowledges the need to safeguard and minimize the impact of the Company's operations on the environment in the course of achieving the Company's objectives. The Board supports initiatives on environmental issues, and the Group adopts a comprehensive environmental management system as part of its commitment to protect the environment and contribution towards sustainable development.

11.3 Social Responsibility

The Company should play an important role in contributing towards the welfare of the community in which it operates, and shall continuously identify opportunities supporting charitable causes and initiatives in community development projects.

12. WHISTLE BLOWING

12.1 The Company encourages its employees and other stakeholders (shareholders, suppliers, customers, partners, business associates) to report genuine concerns about any malpractice, misconduct, unethical behavior, violation of code of conduct, illegal acts or failure to comply with regulatory requirements which they may become aware. The Company assures that the whistle blower will be protected from any retaliation or adverse impact on his employment or relationship with the Group, provided that the report is made in good faith and without malice.

12.2 In the case of employee, any concern should be raised with his immediate superior and in the case of stakeholder, with the immediate superior of the employee concerned. If the above is not possible or appropriate for any reason, then concern should be reported to the Senior Independent Director / Audit Committee Chairman.

12.3 All reports should be investigated promptly by the person receiving the report and promptly report to the Management. Investigation report and proposed course of action shall be reported to Audit Committee for deliberation and decision.

12.4 The process and procedures are provided in the whistle blowing policy of the Company which is kept in the Employees' Handbook as set out in **APPENDIX VI**.

13. REVIEW OF THE BOARD CHARTER

13.1 The Board Charter has been adopted by the Board on 22 May 2013. Any subsequent amendment to the Board Charter can only be approved by the Board.

13.2 The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

13.3 The Board Charter will be made available in the Company's website.

The Board Charter has been reviewed and approved by the Board of Directors for adoption with effect from 28 February 2018.