

VisDynamics Board Charter

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VisDynamics Board Charter

1.0 Introduction

This Charter sets out the key corporate governance principles adopted by the Board of Directors (“Board”) of VisDynamics Holdings Berhad (“VisDynamics” or “Company”) and shall be reviewed by the Board annually. In adhering to the responsibilities set out in this Charter, the Board members are expected to perform their duties with integrity, honesty and in a professional manner in accordance with the law in serving the interests of its shareholders, employees, clients and the community.

The Board will carry out its mandate directly and through the various committees of the Board, and such other committees it may establish from time to time.

This Charter provides an overview of the following:

- The delineation of the duties, responsibilities and powers of the Board and its Directors, the Chairman and CEO (to be defined hereinafter) and Senior Management of the Company;
- Delegation of authority by the Board to various committees established in assisting the Board to execute its duties and responsibilities;
- Matters reserved for consideration and approval by the Board; and
- Board operating procedures and practices pertaining to meetings, nominations and appointments, training and development, performance management and evaluation, code of conduct and declarations on conflicts of interest.

This Charter serves as a reference for the Board members in executing their responsibilities and should be reviewed and revised in accordance with additional statutory or regulatory requirements. The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the regulatory frameworks applicable. The Charter is governed by, where applicable, the Companies Act 2016 (“Act”), ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“ACE LR”), Malaysian Code on Corporate Governance 2012 (“MCCG2012”), Articles of Association of the Company, regulatory and legislative requirements, and best practices on corporate governance.

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2.0 Size and Composition of the Board

Every public-listed company should be headed by an effective Board, which can both lead and control the business. Within the context of a unitary board system, a Board made up of a combination of EDs (to be defined hereinafter) and NEDs (to be defined hereinafter) should bring a broader view to the Company's activities under a Chairman who accepts the duties and responsibilities that the post entails. The Board should also be capable of and perceived to exercise independent judgement.

The Board should comprise individuals with character, experience, integrity, competence and time to effectively discharge their role as company director. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.

The number of Directors should not be less than two (2) and not more than twelve (12). At any one time, at least two or one-third (1/3), whichever is higher, of the Board members are independent directors.

The appointment of directors should be recommended by the Nomination Committee and approved by the Board. The Nomination Committee shall base on the "Fit and Proper" standards as detailed hereunder before recommending the candidates to the Board for approval:-

Age limit

- In accordance with the Malaysian Companies Act 2016.

Work Experience

- 5 years or more preferably in relevant industry.
- Have been in senior management position.
- Good track record of managing a successful and profitable organisation.

Qualifications

- Degree, Professional qualification or equivalent or with the requisite years of relevant work experience

Personal Background

- A person of good character and high integrity and credibility.
- Not a bankrupt and has never been engaged in deceitful/oppressive/improper business practices.
- Has not been engaged/associated or had conducted himself in a manner which may cast doubt on his fitness, competence and soundness of judgment.
- Has not contravened any provision made by or under any written law to be designed for protecting members of the public against financial loss due to dishonesty, incompetence or malpractice.
- Have not been convicted whether within or outside Malaysia of any offence.

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Competencies

- Business acumen
- Product knowledge
- Visionary
- Strategic agility
- Proven leadership ability
- Financial knowledge
- Market and global awareness
- Compliance and legal awareness
- IT awareness
- Human Resource Management skills

The Board should ideally consist of a Chairman and a suitable number of EDs and NEDs. The position of Chairman and the CEO should be held by different individuals, and the Chairman must be a non-executive member of the Board. The Board must comprise a majority of INED where the Chairman of the Board is not an INED.

In the event that the positions of Chairman of the Board and CEO are held by the same person, the Company shall provide explanation and justification in the Annual Report of the Company.

3.0 Objectives of the Board

The objective of the Board is to essentially review, approve and contribute to the long-term strategy of the company by bringing onto the Board their experience and expertise.

Moreover, they are also responsible for monitoring the management's implementation of the strategy. In this respect, they should evaluate, identify and understand both the internal and external environments of the Company. In short, ensuring that the Company is properly run underpins their fundamental Board function. Further to the above, their principal role is also to identify and retain Directors who are able to add value to the Board as well as to the Company.

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4.0 Duties and Responsibilities of the Board

The Board should assume, amongst others, the following responsibilities:

- a. Reviewing the Code of Conduct of the Company and implementing appropriate internal systems to support, promote and ensure its compliance;
- b. Reviewing and adopting a strategic plan for the Company;
- c. Regularly evaluating economic, environmental, social and governance issues and any other relevant external matters that may influence or affect the development of the business or the interests of the shareholders in ensuring that the Company's strategies promote sustainability;
- d. Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;
- e. Reviewing, ratifying and monitoring systems of risk management and internal control and ethical and legal compliance. This includes establishing sound risk management framework, reviewing procedures to identify the main risks associated with the Company's businesses and the implementation of appropriate systems to manage these risks;
- f. selecting, appointing and evaluating from time to time the performance of, and planning succession of the CEO under the guidance of the Nomination Committee;
- g. reviewing the procedures for appointment of senior management and ensuring that succession planning of the senior management is in place;
- h. establishing an internal audit function which reports directly to the Audit Committee;
- i. promoting effective communication and proactive engagements within shareholders and other stakeholders;
- j. ensuring there is a sound framework of reporting on internal controls and regulatory compliance;
- k. ensuring its members have access to information, advice and appropriate continuing education programmes;
- l. reviewing and approving formal and transparent remuneration policies and procedures to attract and retain Directors;
- m. ensuring there is appropriate corporate disclosure policies procedures;
- n. encouraging the usage of information technology in communicating with stakeholders;

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- o. taking reasonable steps in encouraging the shareholders' participation and voting by poll at general meetings of the Company;
- p. promoting effective communication and proactive engagements with shareholders;
- q. undertaking an assessment of the INED annually;
- r. The Board oversees the Company's policies as a whole. This includes the Code of Ethic, Whistleblowing Policy and other significant policies recommended under MCCG2012. The standards in the workplace while ensuring appropriate internal systems are in place to support, promote and ensure its compliance. The Whistleblowing Policy sets the appropriate communication channels to facilitate whistleblowing by employees, customers, suppliers and other stakeholders.
- s. The Board reserves full decision-making powers on the following matters:
 - Conflict on interest issues relating to a substantial shareholder or Director.
 - Material acquisitions and disposition of assets not in the ordinary course of business.
 - Investments in capital projects.
 - Authority levels.
 - Treasury policies and bank mandate.
 - Risk management policies.
 - Key human resource issues.
 - Performing Strategy review.
 - Succession Planning.

The matters listed in Appendix B are reserved for the collective decision of the Board.

The Board had also delegated the risk management and internal control review to the Audit Committee to ensure that appropriate risk management and internal control procedures are in place.

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5.0 Powers of the Board

There should clearly be an accepted division of responsibilities at the head of the Company, which will ensure a balance of power and authority such that no one individual has unfettered powers of decision. The division of responsibilities is to be regularly reviewed taking into consideration the operational, financial and business development aspects of the Company to ensure the Company's needs are consistently met.

The Board has established and delegated certain duties to the following Board Committees to oversee critical or major functional areas and to address matters which require detailed review or in-dept consideration before tabling to the Board:

- Audit Committee;
- Remuneration Committee; and
- Nomination Committee.

The duties and functions of the abovementioned Committees are provided in their respective terms of reference,

6.0 Procedures of the Board

The Board should meet regularly, with due notice of issues to be discussed in accordance with the annual Board Calendar as well as on ad-hoc requirements and should record its conclusions in discharging its duties and responsibilities. A full agenda and comprehensive Board papers should be circulated to all Directors in advance of each Board meeting.

Directors who are not able to attend a meeting shall advise the Chairman at an earlier date as possible and confirm in writing to the Secretary. Individual Director must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the ACE LR.

Board discussions will be open and constructive, recognising that genuinely held differences of opinion could bring greater clarity and lead to better decisions. The Chairman will, nevertheless, seek a consensus of the Board but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law. Subject to legal and regulatory requirements the Board will decide the manner and timing of the publication of its decisions.

Directors are expected to strictly observe confidentiality of the Company's information and required to inform the Board of conflicts or potential conflict of interest that may have in relation to particular items of business or transaction. Subject to provisions of relevant laws and guidelines, these Directors shall abstain from deliberation and determination of those matters.

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POSITION DESCRIPTIONS

7.0 Chairman of the Board

- 7.01 Provides leadership to the Board by helping the Board fulfil the goals it sets by assigning specific tasks to members of the Board.
- 7.02 Ensures proper flow of information to the Board, reviewing adequacy and timing of documentation in support of management's proposals.
- 7.03 Provides a reasonable time for discussion at the meeting. Furthermore, the Chairman should encourage a healthy debate on the issue and bring to the Board objectivity and independence in the deliberations. The Chairman should also maintain control of proceedings without dominating discussions.
- 7.04 Ensures adequate lead time for effective study and discussion of business under consideration and to ensure that the Board resolutions put to vote, if necessary, are the will of the majority and not that of the dominant shareholder that prevails and that genuine disagreements have been aired and resolved.
- 7.05 Acts as liaison between the Board and Management and carries out other duties as requested by the Board as a whole, depending on need and circumstances.
- 7.06 Identifies guidelines for the conduct of the Directors, and ensures that each Director is making a significant contribution.
- 7.07 Ensures that all Directors are enabled and encouraged to participate fully in all its activities. This includes making certain that the Directors, especially NEDs receive the relevant information on a timely basis tailored to their needs and that they are properly briefed on issues arising at Board meetings.
- 7.08 Manages the processes of the Board and ensures that the Board discharges their responsibilities.
- 7.09 Ensures the balance of membership, subject to the Board and shareholders' approval.
- 7.10 Secures good corporate governance and ensures that EDs look beyond their Executive function and accept their full share of responsibilities of governance. Given the importance and particular nature of the Chairman's role, it should in principle be separated from that of the Chairman and CEO.
- 7.11 The Chairman will have no casting vote if two (2) directors form a quorum, or if there are only two (2) directors competent to vote on the question at issue.

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8.0 CEO/Executive-Directors (ED)

- 8.01 The key role of the CEO, amongst others, include:
- a. developing the strategic direction of the Company;
 - b. ensuring that Board decisions are implemented and Board directions are responded to;
 - c. providing directions in the implementation of short and long-term business plans;
 - d. providing strong leadership; i.e. effectively communicating a vision, management philosophy and business strategy to the employees;
 - e. keeping Board fully informed of all important aspects of the Company's operations and ensuring sufficient information is distributed to Board members; and
 - f. ensuring day-to-day business affairs of the Company are effectively managed.
- 8.02 The sound operation of the Company depends critically on its CEO. Thus, he must be able to devote his full attention and time to be able to discharge his duties and responsibilities effectively and diligently.
- 8.03 As the CEO is directly responsible for the day-to-day operations of the Company, he must be familiar with the operations of the Company, the state of internal controls, requirements of regulations, as well as current issues and policies affecting the industry in general. He must also have the necessary knowledge and professional competence in the conduct of the Company's business.
- 8.04 In the absence of its CEO, the ED who is fully acquainted with the Company's affairs, is the person who will be directly responsible for the overall running of the Company.
- 8.05 The ED and CEO should meet regularly with the Board, with due notices of issues to be discussed and should record its conclusions in discharging its duties and responsibilities.

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9.0 Non-Executive Directors (NED)/ Independent Non-Executive Directors (INED)

- 9.01 Review, approve, or disapprove Management's corporate strategy proposal. In doing so, they should bring an objectivity and breadth of judgement to the strategic planning process, as they are not involved in the day to day management of the business. If they are to independently judge the merits of a Management's proposal concerning strategic or business plans, they need to evaluate elements, which should be taken into account in the process of creating the strategic plan for the Company. They are also responsible in monitoring Management's success in implementing the strategy.
- 9.02 Oversee the conduct of the Company's business and to evaluate whether the business is properly managed. In this respect, they must ensure that there are objectives in place against which Management's performance can be measured.
- 9.03 Represent their interests on the Board, in the case of NEDs, representing substantial shareholders and to provide a balanced and independent view to the Board. INEDs, however should:
- a. provide and enhance the necessary independence and objectivity to the Board;
 - b. ensure effective checks and balances on the Board;
 - c. to mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Company;
 - d. constructively challenge and contribute to the development of business strategy and direction of the Company; and
 - e. to ensure that adequate systems and controls to safeguard the interests of the Company are in place.
- 9.04 Acquire and provide the necessary skill and experience to bring an independent judgement to bear on the issues of strategies, performance and resources including key appointments and standards of conduct.
- 9.05 Keep abreast of issues relating to the Company between meetings.
- 9.06 Meet regularly with the Board, with due notices of issues to be discussed and should record its conclusions in discharging its duties and responsibilities.
- 9.07 Committed to a collective decision making process.

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10.0 Senior INED

- 10.1 The Board may appoint a Senior INED to whom shareholders' concerns can be conveyed. The Board shall appoint the Chairman of the Nomination Committee as the Senior INED, unless a better candidate is available.
- 10.2 The selection of Senior INED is based on his experience and the significant influence he has within the Board, ability to convey concerns of the INEDs on the Board to the other members of the Board and in the event of dissention between the Chairman and/or EDs of the Company in the execution of their duties as INEDs.

11.0 Directors' Commitment

- 11.1 Each of the Board members is expected to commit sufficient time to carry out their role as Directors and/or member of the Board committees in which they are a member. In this regard, a Director is expected to advise the Chairman of the Board of his/her intention to join the Board of another company outside the Group and indicating the time that will be spent on the new appointment. If necessary, the Chairman will consult with the rest of the Board members whether the proposed new appointment is likely to impair the Director's ability to devote the necessary time and focus to their role as a Director of the Company.
- 11.2 The Board of Directors of the Company should not hold more than 5 directorships in public listed companies.
- 11.3 Directors are also required to keep abreast of changes in regulatory, laws and accounting standards and development in corporate governance, broad business trends, strategy, financial instruments and technology advancement through reading of relevant industry and business publications and/or attending training programme and relevant conferences. Directors who are well informed would be in a better position to evaluate proposals made by Management and to ask the right questions; hence, be more effective as Directors.

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12.0 Directors' Independence

12.1 The Board defines INED as one who is independent and free from any business or other relationship that could interfere with the exercise of independent judgment or the ability to act in the best interest of the Company, and are willing to express their opinions at the Board table free of concern about their position or the position of any third party. The Board believes that is impossible and/or impractical to formulate a list of criteria which is appropriate to characterise, in all circumstances, whether a NED is independent and choose to recognise amongst others, the spirit, intention, purpose and attitude of each NED to be considered as exhibiting independent judgment or the ability to act in the best interest of the Company. In determining/assessing the 'independence' of its Directors, the Company also adopts the provisions of the ACE LR as follows:-

- i) Not an executive director of VisDynamics or any related corporation of the Company;
- ii) Has not been within the last 2 years and is not an officer (except as a NED) of the Company;
- iii) Is not a major shareholder of the Company;
- iv) Is not a family member of any ED, officer or major shareholder of the Company;
- v) Is not acting as a nominee or representative of any ED or major shareholder of the Company;
- vi) Has not been engaged as a professional adviser of the Company or is not presently a partner, director (except as an INED) or a major shareholder, as the case may be, of a firm or corporation ("Entity") which provides professional advisory services to the Company; and
- vii) Has not engaged in any transaction with the Company or is not presently a partner, Director or a major shareholder, as the case may be, of the Entity (other than subsidiaries of the Company) which has been engaged in any transaction with the Company.

12.2 The Board assesses, at least annually, the independence of each Director and includes this information in the annual report.

12.3 The tenure of an INED should not exceed a cumulative term of nine (9) years. Upon completion of nine (9) years, an INED may continue to serve on the Board subject to the director's re-designation as a NED. The Board, upon recommendation of the Nomination Committee, shall justify and seek shareholders' approval in the event that it desires to retain a person who has served in that capacity for more than nine (9) years as an INED.

Further, the long serving Director is required to declare to the Company annually that he complies the criteria as stated in item 12.1 above.

13.0 Board Diversity in Gender, Ethnicity and Age

The Board promotes and embraces diversity and gender mix in its composition and believes that the presence of diverse ethnicities, nationalities, age and gender mix 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 Corporate Governance Blueprint 2011 to ensure women participation on Boards reaches 30% by year 2019, despite not setting any specific target for VisDynamics, the Board will actively work towards meeting this target. The Board through its Nomination Committee should take steps to ensure that women candidates are sought as part of the recruitment exercise.

14.0 Rights to Information and Independent Professional Advice

The Board has direct and unrestricted access to all Company's information, whether as a full Board or in their individual capacities. In furtherance of their duties, they also have direct and unrestricted access to Management. In further ensuring the effective working of the Board, all Directors also have individual and independent access to legal, financial, governance advice and dedicated services of the Company Secretary. The Board has the authority to conduct or direct any investigation required to fulfill its responsibilities and has the authority to engage, at the Company's expense, such legal, accounting or other independent professional advisers, consultants or experts as it considers necessary from time to time in the performance of its duties in accordance with the agreed procedures laid down by the Board.

15.0 Financial Reporting

In preparing the annual financial statements and quarterly announcements to the shareholders, including price-sensitive public reports and reports submitted to the regulators, the Board aims to present a clear and balanced assessment of the Company's financial position and future prospects.

The Board ensures that the financial statements are prepared in accordance with the Act and applicable accounting reporting standards, so as to give a true and fair view of the state of affairs of the Group and the Company.

16.0 REMUNERATION OF DIRECTORS

- a) 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.
- b) The level of remuneration for the executive directors is determined by the Remuneration Committee after giving due consideration to the compensation levels for comparable positions among other similar industry.
- c) Non-executive directors are entitled to participate in the Company's Employee Share Options Scheme (ESOS) subject to approval at a general meeting. Non-executive directors who participated in the ESOS are prohibited to sell, transfer or assign the shares within one (1) year from the date of offer of such options.
- d) No director other than executive directors shall have a service contract with the Company.
- e) A formal independent review of the directors' remuneration is undertaken no less frequently than once every three (3) years.

17.0 APPLICATION

The principles set out in this Charter are:-

- a) Kept under review and updated as practices on Corporate Governance develop and 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 to the letter alone; and
- c) Summarised in the Annual Report as part of a narrative statement by the Directors on Corporate Governance.

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

The Board will review this Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law and practice. Any updates to the principles and practices set out in this Charter will be made available on the Company's corporate website.

APPENDIX A

DIRECTORS' CODE OF ETHICS

Board members are required to observe the Directors' Code of Ethics as follows:

1. Compliance at all times with this Code of Ethics and the Board Charter.
2. Observe high standards of corporate governance at all times.
3. Adhere to the principles of selflessness, integrity, objective, accountability, openness, honesty and leadership.
4. Act in good faith and in the best interest of the Company and Group.
5. Not misuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as directors to promote their private interests or those of connected persons, firms, businesses or other organizations.
6. Uphold accountability at all times. This includes ensuring that the Company's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all times.
7. Board Members should not accept positions on Board committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.
8. Declaration of any personal, professional or business interests that may conflict with directors' responsibilities. Guidance on declaration and registration and registration of interests is given in the section entitled "Declaration of Interest".
9. Follow the guidelines on acceptance of gifts and hospitality as stated in the section entitled "Guidelines on Acceptance of Gifts" below.

Declaration of Interests

Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretary changes in the following:

1. Shareholding in the Company and its related corporations, whether direct or indirect; and
2. Directorships or interests in any other corporations.

In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board should declare that interest. Such declarations should describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of senior management.

Relevant interests in this context are as follows:

1. Executive and non-executive directorships of significant shareholdings in or employment by public or private companies likely or possibly seeking to do business with the Company.
2. Ownership or part-ownership of or employment by business or consultancies likely or possibly seeking to do business with the Company.

Conduct in Meetings

Any Board Member who has a clear and substantial interest in a matter under consideration by the Board should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the register. The Board Member concerned should withdraw from the meeting during the relevant discussion or decision.

New Directorships

Board Members should notify the Chairman before accepting any new directorships in any Public Listed or Private companies which includes an indication of time that will be spent on the new appointment.

Membership of Committees

Board Members should not accept positions on Board committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.

Guidelines of Acceptance of Gifts

The following set out guidelines on acceptance of gifts.

1. The conduct of individuals must not create suspicion of any conflict between their position as a member of the Board and any private interest;
2. Board Members acting as such must not give the impression that they have been influenced by a benefit to show favour or disfavour to any person or organisation having dealings with the Company;
3. Board Members must not accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Board Member; and
4. Gifts other than of token value should generally be refused.

APPENDIX B

LIST OF MATTERS RESERVED FOR THE BOARD

The following matters shall be reserved for decision by the Board, supported by any recommendation as may be made from time to time by the Board Committees (as appropriate):

Financial

- 1) The adoption of any significant change or departure in the accounting policies and practices of the Company and its subsidiaries.
- 2) The raising of incremental borrowing facilities involving substantial amounts.
- 3) The approval of the strategy, business plans and annual budgets and of any subsequent material changes in strategic direction or material deviations in business plans.
- 4) The approval of the annual financial statements and interim reports, the valuation of unlisted investments, the declaration of dividends and the forfeiture of unclaimed dividends.
- 5) The recommendation to shareholders of any increase, reduction or alteration to the share capital of the Company and the allotment, issue or other disposal of shares of the Company (except for shares allotted under any employee share option scheme).

Statutory and administrative

- 1) Recommending amendments to the Memorandum or Articles of Association of the Company.
- 2) The frequency of meetings of the Board.
- 3) The convening of general meetings of shareholders of the Company.
- 4) The prosecution, defence or settlement of legal or arbitration proceedings where material and except in the ordinary course of business.
- 5) The appointment, removal or replacement of the Company Secretaries.

Regulatory

- 1) The approval of the terms and conditions of the Company's rights issues, public offers, capital issues or issues of convertible securities including shares or convertible securities issued for acquisitions;
- 2) The approval and authority to issue circulars to the shareholders of the Company;
- 3) The approval of and authority to issue prospectuses, listing particulars, rights offers or takeover or merger documents;
- 4) Recommending to the shareholders that any ordinary or special resolutions in respect of the Company;
- 5) Recommending to the shareholders to take a particular course of action proposed by the Board; and
- 6) Any decision to list the Company's shares on any stock exchange or to terminate any such listing.

Conduct of the Board

- 1) Appointments to the Board including the appointment of the Chairman, Chief Executive Director, Executive Directors and Non-Executive Directors and the approval on the nomination of alternate directors (if any) as recommended by the Nomination Committee.
- 2) The appointment of, terms of reference and changes in the composition of the Board Committees as are established from time to time.
- 3) Any increase of Board members' fees as recommended by the Remuneration Committee and endorsed by the Board, which shall ultimately be approved by the shareholders of the Company in a general meeting.

- 4) To recommend any employee share option scheme, the rules applicable to any such scheme and any amendments to such rules for submission to the shareholders of the Company for approval.
- 5) The formulation of recommended policies in relation to equal opportunity employment, human capital development, environment, health and safety.
- 6) Constituting part of this Board Charter is a "general enabling resolution" which deals with the authority of certain Directors and officials to negotiate and finalise the terms of contracts, for and on behalf of the Company.

Performing Strategy Review

- 1) Instituting a regular and formal Board strategy review. This involves analysing the existing corporate strategy, examining progress towards designated objectives and evaluating current performance in light of these objectives.
- 2) Board strategy should be undertaken periodically and in the midst of rapidly changing environments and market conditions, at short intervals.
- 3) Criteria to be used to measure strategic progress.

Succession Planning

- 1) The approval of the succession plan for all senior management position established by management to ensure that candidates appointed to these positions are of sufficient caliber.
- 2) Type and depth of experience required in order for the Board to continue functioning effectively in the succession planning programme.