

BOARD CHARTER

1. INTRODUCTION

The Board of Directors of Genetec Technology Berhad (“**Board**”) 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 throughout 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 forms an integral part of each Director’s duties and responsibilities. It serves to clarify and reinforce the role of the Directors in their relationships with Management and shareholders. Accordingly, the Charter sets out the responsibilities of the Board, including oversight of Management, establishing the Company’s strategic direction with a focus on sustainability, and promoting ethical conduct in all business dealings.

3. THE BOARD

3.1 Roles

- 3.1.1 The Board is responsible for leading and managing the Company in an effective, transparent and accountable manner. Each Director has a fiduciary duty to act in the best interests of the Company. Collectively and individually, the Directors recognise their responsibilities to shareholders and stakeholders for the proper management of the Company’s affairs. The Board also sets the Company’s values and standards, ensuring that its obligations to shareholders and stakeholders are clearly understood and duly met.
- 3.1.2 The Board recognises that the responsibility for good corporate governance rests with them and, accordingly, strives to adhere to the practices set out in the Malaysian Code on Corporate Governance (“**MCCG**”). Pursuant to Paragraph 15.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**LR**”), the Board provides an overview of the practices and measures adopted by the Company to align with the Principles of the MCCG in the Annual Report. In addition, the Company discloses the application of each Practice under the MCCG for the financial year in a Corporate Governance Report, which is submitted to Bursa Securities via an announcement together with the Annual Report. The Annual Report also states the designated website link where the Corporate Governance Report can be accessed and 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 an 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 include an 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 investor relations programme or shareholder communication policy for the Company; and
 - n) Together with senior management, promote a good corporate governance culture which reinforces ethical, prudent and professional behaviour.
- 3.1.5 The Board's role is to govern the Company, not to manage its day-to-day operations. In discharging this role, Directors are required to act honestly, fairly, diligently, and in compliance with the law, always in the best interests of the Company as a whole. Management is entrusted with the responsibility of running the Company in accordance with the Board's direction and delegated authority, while the Board retains overall responsibility for overseeing and monitoring Management's performance 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 are 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 a maximum of twelve (12) Directors.
- 3.2.3 In compliance with Paragraph 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.

- 3.2.4 The Board shall maintain an appropriate balance of Executive and Non-Executive Directors, including Independent Non-Executive Directors, in order to safeguard objective and independent decision-making and to prevent any individual Director or group of Directors from exercising undue influence or dominance over Board deliberations.
- 3.2.5 The Executive Directors have been assigned specific roles and responsibilities as may be determined from time to time by the Board, as set out in **APPENDIX VII**.
- 3.2.6 Independent Directors provide objective judgement, experience, and oversight without being influenced by operational or management considerations. They ensure that the interests of all stakeholders are duly safeguarded and that matters brought before the Board are evaluated in an independent, impartial, and balanced manner.
- 3.2.7 In accordance with the MCCG, the tenure of independent directors shall not exceed a term limit of nine (9) years. Upon completion of the 9 years, an independent director may continue to serve on the board as a non-independent director. The Board may retain the Independent Director beyond 9 years by providing justification and seeking shareholders' approval annually through a two-tier voting process 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 value of diversity at both the employee and Board levels, acknowledging that it contributes to a broader pool of high-quality talent, enhances employee retention, provides access to different perspectives and ideas, and leverages the full range of available capabilities. Diversity encompasses, but is not limited to, gender, age, ethnicity, and cultural background. All new appointments to the Board and senior management shall be made on the basis of merit and objective criteria, while also giving due consideration to diversity in skills, experience, age, cultural background, and gender.
- 3.3.2 The Company shall endeavour to have representation of women at both the senior management level and the Board, in line with its gender diversity policy, and will actively work towards achieving appropriate female representation at these levels.
- 3.3.3 To pursue the objectives of gender diversity, the Board shall adopt the following measures:
- a) The Company shall ensure recruitment for all positions, including senior management and the Board, is undertaken from a diverse pool of candidates, with gender diversity as an integral consideration;
 - b) The Company shall foster an inclusive boardroom and corporate culture that is free from harassment and discrimination, thereby attracting, supporting, and retaining women's participation at both Board and senior management levels;
 - c) The Board shall conduct Board appointment processes in a manner that promotes gender diversity, including adopting a structured approach to candidate identification and engaging 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 for the selection and appointment of new directors.

- 3.4.2 In making recommendations on the appointment to the Board and its various Board Committees, the NC takes into consideration diversity in a broad sense, including relevant skills, age, experience, cultural background, gender, ethnicity, and other attributes of the Directors.
- 3.4.3 The Company's Constitution provides that every newly appointed Director shall retire and be subject to re-election at the next Annual General Meeting ("AGM"). In addition, one-third (1/3) of the Directors shall retire by rotation and be eligible for re-election at each AGM, with all Directors submitting themselves for re-election at least once every three (3) years.
- 3.4.4 The NC has established the following criteria for recommending the re-election of retiring Directors:
- (a) the Director has attended at least 50% of the total Board meetings held during the financial year;
 - (b) the Director has contributed effectively to the Board's decision-making process; and
 - (c) the Director has participated in at least one (1) training programme (including speaking engagements and site visits) as part of the continuing education programme during the financial year.

3.5 New Directorship

- 3.5.1 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 the company secretary as soon as practicable. The notification shall include an indication of the time that will be spent on the new appointment.
- 3.5.2 The number of directorships in listed issuers that a Board member may hold at any one time shall comply with the requirements of the LR.

3.6 Directors' Remuneration

- 3.6.1 The performance of Directors is assessed based on their contribution and commitment to the Board and the Company. For Executive Directors and senior management, remuneration components are structured to link rewards to both corporate and individual performance, which are determined at the beginning of each financial year following the finalisation of the annual budget.
- 3.6.2 For Non-Executive Directors, the level of remuneration is determined in relation to their experience, as well as the scope of responsibilities undertaken.
- 3.6.3 The Remuneration Committee ("RC") is responsible for setting the remuneration framework for Executive Directors and deliberating on the remuneration packages of Non-Executive Directors before making recommendations to the Board for approval. The Board has also established a formal and transparent remuneration policy and procedure designed to attract, retain, and motivate Directors.

3.7 Access to Management and Independent Advice

- 3.7.1 Members of the Board, whether acting as a full Board or in their individual capacity, shall have unrestricted access to the Management and the Company Secretary to obtain relevant and timely information.
- 3.7.2 The Board has approved and adopted a formal procedure that allows Directors, collectively or individually, to seek independent professional advice, at the Company's expense, on specialised matters to ensure they are able to discharge their duties with sufficient knowledge and expertise on issues under deliberation.

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 training to equip themselves to effectively discharge their 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 the Board and its Board Committees' work and understanding of financial statements and investment products to which the company may be exposed.
 - Industry conferences and trade shows, which strengthen professional networking and enable the gaining of insights into customers and competitors.
 - Field trips to company operations to gain actual knowledge of operations, staff and department.
- 3.8.2 The NC shall assess the training needs of the Directors from time to time. Every Director is required to attend a minimum of one (1) training programme (inclusive of speaking engagement and site visit) in a financial year.

3.9 Board Meetings and Procedures

- 3.9.1 The Board shall meet on a quarterly basis, with additional meetings convened as necessary. Every Director is required to attend at least 50% of the total Board meetings held in each financial year. The company secretary should record its deliberations and the decisions and resolutions carried out 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 in the form and manner appropriate for them to discharge their duties effectively. Full and comprehensive meeting materials shall typically be circulated to all Directors at least seven (7) days in advance of each Board meeting.
- 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 adhere to the procedures endorsed by the Board in the event of any disputes, conflicts, or disagreements.
- 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 are 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 lodgment and release to relevant authorities and the market;
 - Review major risks and relevant measures deployed by management to address the risks;
 - Establish and delegation of power to Board Committees and the management team;
 - Review and approve corporate exercise, restructuring plans, capital expenditure, disposal of capital items, and funding requirements;
 - Review and consider succession plan, evaluation of Board and Board Committees and individual directors based on recommendations of NC;
 - Review recommendations from the RC 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 secretaries and auditors.

- 3.9.5 In accordance with Clause 145 of the Company's Constitution, a resolution in writing signed or approved by a majority of Directors for the time being entitled to receive notice of a meeting of Directors by legible confirmed transmission by facsimile or other forms of electronic communications, 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 direct financial interest, or indirect financial interest or non-financial interest (e.g. arising from relationships, whether family, business or professional interests) or competing loyalties or interests which conflict with the interests of the Group, or which divide his/her loyalty to the Group.
- 3.10.2 In the event of a conflict of interest, the concerned Director shall declare his or her interest, and shall abstain, and continue to abstain, from all deliberations and voting on the contract or proposed contract in which he or she has an interest, except for the purpose of providing information or clarification when 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, LR and Conflict of Interest Policy.

3.11 Code of Ethics and Code of Conduct

- 3.11.1 The Company has adopted the *Code of Ethics* prescribed by the Companies Commission of Malaysia ("CCM") to ensure that Directors uphold high standards of ethical conduct consistent with Genetec's core values of integrity, respect, trust, and openness.
- 3.11.2 All Directors and employees shall maintain the highest standards of integrity in performing their duties and in their dealings with stakeholders, including shareholders, customers, employees, and regulators, in accordance with the *Code of Conduct*.

4. CHAIRMAN AND CHIEF EXECUTIVE OFFICER ("CEO")

The Company shall maintain a balance of power and authority between the Chairman and the CEO, ensuring a clear division of responsibilities between the Board's leadership and the management of the Company's operations. The positions of Chairman and CEO are separated and clearly defined.

4.1 Chairman

The Chairman is responsible for the 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 are maintained between Executive and Non-Executive Directors;
- e) in consultation with the MD and the company secretary in setting the agenda for Board Meetings and ensuring that all relevant issues are on the agenda;
- f) facilitating regular evaluation of the performance of the Board members, its Board Committees and individual Directors;
- g) ensuring the following 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 a 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 CEO

The CEO is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions. The CEO 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 cooperation 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 services 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 the general meetings and voting appropriately.

- 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 for 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 of the Board as a whole, Board Committees, and individual Directors.
- 7.2 The Board shall assess the independence of the Directors annually, taking into consideration their disclosed interests and having regard to the criteria set out in 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 greater objectivity in 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 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 is required to announce its quarterly unaudited financial results to Bursa Securities within two (2) months after the end of each quarterly financial period.
- 8.1.4 The Auditors' Report shall contain a statement from the External 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 AC.
- 8.2.2 The AC shall keep under review the scope and results of the audit, as well as its cost-effectiveness, independence and objectivity of the Auditors. The Board has approved and adopted an Auditors' Policy which sets out the guidelines and procedures for the AC to review, assess and monitor the performance of the Auditors.

8.2.3 The AC shall review and monitor the suitability and independence of External Auditors annually by establishing/adopting appropriate policies and procedures:

- i. to govern the circumstances under which contracts for non-audit services may be entered into with the External Auditors, and to set out the procedures to be followed by the External Auditors in such instances;
- 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 all relevant professional and regulatory requirements.

8.2.4 Appointment of the External Auditors is subject to the approval of shareholders at a general meeting. The External Auditors shall retire at each AGM and may be re-appointed by shareholders for the ensuing financial year.

8.3 Internal Controls and Risk Management

8.3.1 The Board recognises the importance of sound internal control in the Company and in this regard, the Board ensures that there is an ongoing 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 monitor the key business risks to safeguard shareholders' investments and the Company's assets;
- b) Commitment to articulate, implement and review the Company's internal control systems;
- c) Periodic testing of the effectiveness and efficiency of the internal control procedures and processes is 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, operational and/or financial objectives of the Company, and the RMC charted the corrective measures required to mitigate those risks identified.
- b) RMC shall meet at least twice for each financial year to review and update the Company's principal risks.
- c) Progress of RMC activities and Risk Register is reported to the Board by the RMC for information and deliberation.

8.3.3 Internal Audit Function

The Company outsourced its internal audit function to an independent professional firm, 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 internal audit function are to provide independent assurance on the adequacy and effectiveness of the system of internal control established by Management and to recommend improvements where necessary. The AC shall review the internal audit reports together with Management's responses, and thereafter report and make recommendations to the Board on measures to enhance the Group's risk management and internal control systems.

9. COMPANY SECRETARY

- 9.1 The Board shall appoint a suitably qualified Company Secretary, who plays an important advisory role and serves as a primary source of guidance to the Board and its Board Committees on matters relating to compliance with procedures, laws, rules and regulations applicable to the Group. The appointment and removal of the Company Secretary shall be a decision of the Board.
- 9.2 Among others, the roles of a Company Secretary include the following:
- (a) advising the Board on its role and responsibilities;
 - (b) advising the Board and Management on governance matters and assisting the Board in applying governance practices to meet the needs of the Board and the expectations of stakeholders;
 - (c) advising and continuously updating the Board on corporate disclosures as well as compliance with LR, company law, securities legislation, and other applicable regulations;
 - (d) ensuring the proper maintenance and custody of statutory registers, records and other corporate documents;
 - (e) managing the logistics of the Board, Board Committees and general meetings, including attending and recording the minutes of such meetings;
 - (g) facilitating the induction of newly appointed directors and coordinating ongoing training and professional development programmes for Directors; and
 - (h) serving as the focal point for stakeholders' communication and engagement on corporate governance matters.
- 9.3 The Company Secretary shall undertake continuous professional development to ensure the effective discharge of his/her duties and to remain abreast of regulatory changes and evolving best practices in corporate governance.

10. INVESTOR RELATIONS AND EFFECTIVE COMMUNICATION

- 10.1 The Board recognises the importance of effective investor relations and the need for regular communication with shareholders, stakeholders, and financial analysts. The Company is committed to providing timely, accurate and relevant information to ensure transparency and to enable informed decision-making by stakeholders.
- 10.2 The Company adopts an open and transparent policy in respect of its relationship with these stakeholders and ensures the timely release of information through the following ways and means:-
- Constructive engagements with analysts and media about financial performance, corporate exercises and other matters affecting shareholders' interests;
 - Press conference and release of press statement where applicable;
 - The Company's website is updated with corporate information and the 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 acknowledges its responsibility in promoting sustainability and stakeholder value creation in line with the principles of the MCCG and the LR. The Board is committed to integrating environmental, social, and governance ('ESG') considerations into the Group's strategy, risk management and operations to support long-term value creation.

11.1 Employees

The Company recognises employees as its most valuable assets. The Board is committed to ensuring a safe, healthy, diverse, and inclusive work environment by enforcing Occupational Safety and Health standards, embedding safety culture in all operations, and supporting employee development through continuous learning and training initiatives.

11.2 Environment

The Board acknowledges the importance of safeguarding the environment and minimising the impact of the Group's operations. The Group shall adopt appropriate environmental management practices, monitor material climate-related risks and opportunities, and implement initiatives that contribute to sustainable development, in alignment with Bursa Securities' sustainability reporting requirements and globally recognised disclosure standards.

11.3 Social Responsibility

The Company shall play an active role in contributing to the well-being of the communities in which it operates. The Board supports initiatives and programmes that promote education, health, community development, and other social causes that generate long-term benefits for society.

11.4 Governance and Reporting

The Board shall provide oversight of the Group's sustainability strategy and reporting. The Company shall:

- conduct periodic materiality assessments to identify key sustainability matters relevant to stakeholders;
- disclose sustainability information in the annual report through a Sustainability Statement, prepared in accordance with LR; and
- review the adequacy and effectiveness of its sustainability governance framework to ensure continuous improvement and alignment with evolving best practices.

12. WHISTLEBLOWING

12.1 The Company is committed to the highest standards of integrity, transparency, and accountability. Employees and other stakeholders (including shareholders, suppliers, customers, partners, and business associates) are encouraged to report in good faith any genuine concerns relating to malpractice, misconduct, unethical behaviour, violations of the Code of Conduct, illegal acts, or breaches of regulatory requirements.

12.2 In the case of an employee, any concern should be raised with his immediate superior and in the case of a stakeholder, with the relevant management personnel. Where such reporting is not possible or appropriate, the concern may be escalated directly to the Senior Independent Director or the Chairperson of the AC.

12.3 All whistleblowing reports shall be handled in a prompt, confidential, and independent manner to ensure fairness and transparency. Investigations shall be conducted by authorised personnel, and the findings together with the proposed actions, shall be reported to the AC for deliberation and decision. The identity of the whistleblower and all related information shall be kept strictly confidential, and the whistleblower shall be protected from any form of retaliation, reprisal, or victimisation arising from the disclosure made in good faith.

12.4 The Company has established a Whistleblowing Policy, which sets out the detailed procedures for reporting and investigation. The policy is accessible to all employees and stakeholders and is incorporated in the Employees' Handbook as set out in **APPENDIX VI**.

13. REVIEW OF THE BOARD CHARTER

- 13.1 The Board Charter was adopted by the Board on 22 May 2013, and any amendments thereto shall only be made with the approval of 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 on the Company's website.

The Board Charter has been reviewed and approved by the Board of Directors for adoption with effect from 16 October 2025.