



AWANBIRU TECHNOLOGY BERHAD

[Reg. No. 201001038336 (922260-K)]
(Incorporated in Malaysia)

BOARD CHARTER

Updated as at 12 September 2023

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1. INTRODUCTION

- 1.1 AwanBiru Technology Berhad (“**Awantec**” or “**Company**”) was first incorporated as a private company limited by shares with the name of “Prestariang Sdn. Bhd.” on 16 November 2010 under the Companies Act 1965 and converted to a public company limited by shares on 15 December 2010. It had subsequently changed its name from Prestariang Berhad to its present name on 16 December 2020.
- 1.2 The Company was listed on the Main Market of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) on 27 July 2011.
- 1.3 The Board of the Company recognises that it is accountable to the shareholders of the Company to deliver long-term growth and build a sustainable business. The following are the Vision, Mission and Core Values of the Company: -

Vision	Mission	Core Values
The trusted partner in technology and talent solutions	To drive sustainable value by digitally transforming business and community	<ul style="list-style-type: none"> • Respect • Integrity • Customer Focus • Passionate • Lifelong learning

- 1.4 Awantec is committed to not only operating sustainably, but to promote sustainability as an integral part of the Company’s businesses as well. This is to fulfil the Company’s fiduciary duty as a public listed company and as an advocate of Technology and Talent in positively impacting our people, environment, customers, economy, and ultimately society at large — leading Malaysia towards the digital economy and beyond.

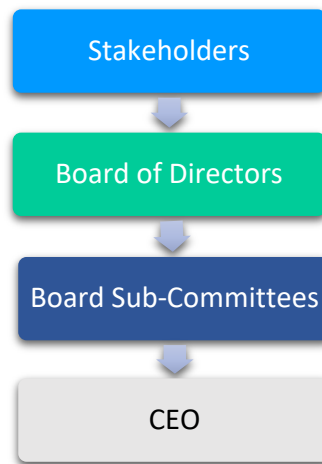
2. PURPOSE OF THE CHARTER

- 2.1 The Charter sets out the roles and responsibilities, membership, composition, and operation of the Board of Directors (“**Board**”) of Awantec and its subsidiaries (“**Group**”).
- 2.2 The powers and authorities of the Board are derived from the Constitution of the Company, the Companies Act 2016 (“**CA 2016**”), the Main Market Listing Requirements (“**MMLR**”), the Malaysian Code on Corporate Governance 2021 (“**MCCG**”) and any other applicable laws or regulatory requirements.

3. PURPOSE OF THE BOARD

- 3.1 The business and affairs of the Company shall be managed by, or under the direction of the Board which includes directing and supervising the management of the business and affairs of the Company subject to any modification, exception or limitation contained in the CA 2016 or in the Company’s Constitution.

- 3.2 The Board has primary responsibility for the governance of the Company, and fiduciary responsibility for the financial and organisational health of the Company and the Group.
- 3.3 All Board members are expected to act in a professional manner in upholding the core values of integrity with due regard to their duties and responsibilities.
- 3.4 The Board shall define its goals and formulating strategies to guide the continuous operations of the Company towards accomplishing those objectives.
- 3.5 The diagram below describes the governance framework of the Group to demonstrate the interaction between the Board and its stakeholders. The Group also has in place processes to ensure delegation flows through the Board and its committees and into the organisation.



Note: The above framework may be revised from time to time. Please consult the Legal and Corporate Governance department of the Company for an updated framework.

4. SIZE AND COMPOSITION OF THE BOARD

- 4.1. The Constitution of the Company provides for a minimum of two (2) Directors and a maximum of twelve (12) Directors. The Board shall include a blend of Executive Directors and Non-Executive Directors (including Independent Non-Executive Director and Non-Independent Non-Executive Director) such that no individual or small group of individuals can dominate the Board's decision making.

In order to fulfil this obligation, the Board shall consist of the following: -

- 4.1.1. A composition of at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, are Independent Directors; and
- 4.1.2. At least one (1) woman Director; and
- 4.1.3. The members of the Board shall elect among themselves, from the pool of Independent Directors, the post of Chairman.

- 4.2. The Chairman of the Board should not be a member of the Audit Committee (“AC”), Nomination Committee or Remuneration Committee as recommended by the MCCG.
- 4.3. In the event there are vacancies in the Board that causes non-compliance of the items 4.1.1 and 4.1.2 above, the vacancies must be filled within three (3) months of the event.
- 4.4. Each Director must not hold more than five (5) directorships in public listed companies and shall notify the Chairman of the Board (vide the Company Secretary) before he/she accepts any new directorships.
- 4.5. The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the director's re-designation as a Non-Independent Director. Otherwise, the Board must provide justification and seek annual shareholders' approval through a two-tier voting process at the Annual General Meeting (“AGM”) in the event it retains the Director as an Independent Director.
- 4.6. With reference to clause 4.5 above, the Nomination and Remuneration Committee (“NRC”) must review, provide justification and recommend to the Board whether an Independent Director whose term will exceed a cumulative term of nine (9) years should be retained as an Independent Director.
- 4.7. The Board through the NRC shall review the size and composition of the Board, which include the relevant knowledge, skill sets, competencies, experience, and functional knowledge of its members on a periodic basis. This is to ensure an appropriate balance of skills, experience, and diversity to contribute effectively to the Board.
- 4.8. On boardroom diversity, the Board is supportive of the gender boardroom diversity recommended by the MCCG and is guided by the Diversity Policy for the Group.
- 4.9. The Board shall be responsible for recommending its members to be elected or re-elected or re-appointed by the shareholders.
- 4.10. No person shall be appointed, re-appointed, elected or re-elected as a Director to the Board or continue to serve as a Director if he or she is or becomes an active politician who is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.

5. APPOINTMENT, RETIREMENT AND ELECTION OF THE BOARD

5.1 Appointment

The selection criteria or factors in assessing the new appointments as the Board of Awantec as follows, but are not limited to the following: -

- 5.1.1. Required skills, knowledge, experience, expertise;
- 5.1.2. Time commitment, character, integrity and professionalism;
- 5.1.3. Ability to work cohesively with other members of the Board;

- 5.1.4. Ability to assist and support Management and make significant contributions to the Company's success;
- 5.1.5. Number of directorships in other company;
- 5.1.6. Diversity in age, gender, cultural/educational and professional background;
- 5.1.7. Accomplishment and reputation in the technology industry and other relevant sectors;
- 5.1.8. Compliance with the criteria of independence as prescribed under the MMLR; and
- 5.1.9. Potential conflict of interest with the Company.

5.2 Retirement and Re-election

- 5.2.1. Every member of the Board, including the Executive Directors, shall be subject to retirement by rotation at every AGM at least once every three (3) years. A retiring Director shall be eligible for re-election.

5.3 Fit and Proper Policy

- 5.3.1 This Policy sets out Awantec's approach to the assessment of the fitness and propriety of candidates that are to be appointed onto the Board and re-election of directors of the Group.
- 5.3.2. Any candidate to be appointed or re-elected as a Director of the Group must be assessed to meet the following overarching fit and proper criteria:-
 - a) Character and integrity
 - b) Experience and competence
 - c) Time and commitment
- 5.3.3. The above policy can be accessed from the Company's website at: <https://www.awantec.my/governance>.

6. BOARD MEMBERSHIP GUIDELINES

6.1 New Board Members

- 6.1.1 The screening and evaluation process for potential new directors and directors to be nominated for re-election or re-appointment are delegated to the NRC, whose primary responsibilities are to evaluate, assess and recommend candidates for the Board's approval.
- 6.1.2 On the appointment of a new director, the new director is required to commit sufficient time to attend the Company's meetings/matters before accepting his/her appointment to the Board.

- 6.1.3 The Directors shall inform the Chairman of the Board before accepting new directorship in any public listed company which includes an indication of time that will be spent on the new appointment.
- 6.1.4 Each newly appointed director shall be briefed on the terms of his/her appointment, duties and obligations and on the operations of the Group.
- 6.1.5 Copies of the following shall be provided to the newly appointed Director:-
- a) Board Charter;
 - b) Constitution;
 - c) Directors' Code of Conducts and Ethics;
 - d) Board Committees' Composition and Terms of Reference;
 - e) Latest Business Plans;
 - f) Latest Annual Report and Financial Statements; and
 - g) Latest Organization Chart.

6.2 Shareholdings by Board members in the Company

- 6.2.1 Board members may hold securities in the Company.
- 6.2.2 Board members must strictly comply with the provisions of the Constitution, the MMLR, the Directors' Code of Conducts and Ethics and all relevant legislative and regulatory requirements in respect of dealing of securities in the Company.

7. AUTHORITIES OF THE BOARD

- 7.1 The Board, is authorised to perform the following to fulfil its duties and responsibilities, at the cost of the Company: -
- 7.1.1 Have full and unrestricted access to the Group's management and to the information pertaining to the Group including from the Group's auditors and consultants.
 - 7.1.2 Entitled to obtain independent professional advice at the cost of the Company.
 - 7.1.3 Have the access to the advice and services of the Company Secretary.
 - 7.1.4 Have the authority to investigate and review any matter or activity within its terms of reference.
 - 7.1.5 Shall have direct communication channels and be able to convene meetings whenever deemed necessary.

8. ROLES AND RESPONSIBILITIES OF THE BOARD, THE CHAIRMAN, DIRECTORS AND CHIEF EXECUTIVE OFFICER (“CEO”)

8.1. Principal Responsibilities of the Board

To enable the Board to discharge its responsibilities in meeting the goals and objectives of the Company, the Board should: -

- 8.1.1 Together with Senior Management¹ to promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- 8.1.2 Review, challenge and decide on Management’s proposals for the Group, and monitor its implementation by Management;
- 8.1.3 Ensure that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability with emphasis on green investments. The Board will ensure that the Company implements sustainability measures that incorporates the trending developments in the United Nation’s Social Development Goals (17 SDGs) which includes Carbon Neutral and Climate Governance Initiatives that Malaysia supports;
- 8.1.4 Supervise and assess Management’s performance to determine whether the business is being properly managed;
- 8.1.5 Ensure there is a sound framework for internal controls and risk management;
- 8.1.6 Understand the principal risks of the Company’s business and recognise that business decisions involve the taking of appropriate risks;
- 8.1.7 Set the risk appetite within which the Board expects Management to operate and ensure that there is an appropriate Risk Management Framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- 8.1.8 Ensure that Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management;
- 8.1.9 Ensure that the Company has in place procedures to enable effective communication with stakeholders;
- 8.1.10 Ensure that all its Directors are able to understand financial statements and form a view on the information presented;

¹ Defined as Chief Executive Officer, Chief Operating Officer, Chief Technology Officer, Chief Business Officer and Chief Financial Officer/ Group Financial Controller and C-Levels (includes all Heads of Departments).

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- 8.1.11 Ensure the integrity of the Company's financial and non-financial reporting. Courts have held that it is the duty of every director to read the financial statement of the Company and carefully consider whether what they disclose is consistent with the Director's own knowledge of the Company's affairs;
 - 8.1.12 Appointing members of the Board, Board Committees, CEO of the Company and Senior Management including evaluating performance and managing succession planning, training, fixing the remuneration and where appropriate, replacing them;
 - 8.1.13 Approve the appointment, resignation or removal of Company Secretaries of the Company;
 - 8.1.14 Review and approve the Financial Statements encompassing annual audited accounts and quarterly reports, dividend policy, credit facilities from financial institutions and guarantees;
 - 8.1.15 Review and approve the Audit Committee Report, Risk Management and Internal Control Statement for the Annual Report;
 - 8.1.16 Review and approve the Corporate Governance ("CG") Overview Statement and CG Report on compliance with the MCCG for the Annual Report; and
 - 8.1.17 Approve the appointment of external auditors and their related audit fees.

The matters listed in the **Appendix A** are reserved for the decision of the Board and its committees.

8.2. Role of the Board Chairman

The MCCG recommends that the positions of Chairman and CEO to be held by different individuals where the Chairman is also responsible for the effective performance of the Board.

- 8.2.1 The key roles and accountabilities of the Chairman include: -
 - providing leadership for the Board so that the Board can perform its responsibilities effectively;
 - leading the Board in the adoption and implementation of good corporate governance practices in the Company;
 - setting the Board agenda and ensuring that directors receive complete and accurate information in a timely manner;
 - leading board meetings and discussions;
 - encouraging active participation and allowing dissenting views to be freely expressed;

- managing the interface between the Board and Management; and
- ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

8.3. Role of the Individual Directors

8.3.1 Directors are expected to comply with their legal, statutory, and equitable duties and obligations when discharging their fiduciary responsibilities as Directors. Broadly these include: -

- acting in good faith and in the best interests of the Group;
- demonstrating good stewardship and acting in a professional manner with sound mind;
- acting with reasonable care, skill and diligence subject to the business judgement rule;
- avoiding conflicts of interest with the Group in a personal or professional capacity, including improper use of the property, information, opportunity of the Group or position as a Director or officer of the Group or engaging in business which is in competition with the Group;
- ensuring Board information, discussions, deliberations, and decisions that are not publicly known are not used for personal interest, or their employers' interest;
- disclosure of and abstaining from voting on matters of material personal interest;
- exercising greater vigilance and professional scepticism in understanding and shaping the strategic direction of the Group.

8.3.2 Every Director shall devote sufficient time to prepare for and attend Board and Board Committee meetings, attend Directors' continuous training program and briefings.

8.3.3 Board members must assure that the minutes of meetings accurately reflect the exchange of views and decisions of the Board, including whether any Director abstained from voting or discussion on a specific subject.

8.3.4 Every Director must keep abreast of his/her responsibilities as a Director, and of the conduct, business activities and development of the Group.

- 8.3.5 Every Director shall comply with the CA 2016, securities legislation and the MMLR and/or any other requirements of the applicable laws and internal requirements and regulations of the Company including Code of Conduct and/or ethical standards of behaviour expected of all directors and Anti-Bribery and Anti-Corruption laws and regulations in all jurisdictions in which the Group operates.
- 8.3.6 Every Director shall inform the Company Secretary in writing upon his/her appointment to the Board of a company outside the Group as soon as practicable, and in any event, no later than fourteen (14) days from the date of the appointment for the Company Secretary to notify other Board members and the regulatory authorities.
- 8.3.7 Every Director must attend at least fifty (50) percent of the Board meetings held in each financial year or such other percentage as may be prescribed by the MMLR.

8.4. Role of the Senior Independent Non-Executive Director

- 8.4.1 The duties of the Senior Independent Non-Executive Director shall include: -
- acts as a sounding Board to the Chairman (e.g., offer counsel to the Chairman on matters such as board dynamics and concerns of stakeholders);
 - serves as an intermediary for other Directors when necessary (e.g., facilitate confidential discussions with the Directors who may have concerns which they believe have not been properly considered by the Board or which they feel may not be appropriate to raise in open forum or with the Chairman directly);
 - acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or CEO;
 - provides leadership support and advice to the Board in the event that the Board is undergoing a period of stress (e.g., conflict between the Chairman and CEO or the strategy being followed by the Chairman and/or executive officer is not supported by the Board);
 - leads the succession planning and appointment of Board members, and oversee the development of a diverse pipeline for Board and Management succession, including the future Chairman, Executive Directors and CEO; and
 - leads the annual review of Board effectiveness, ensuring that the performance of each individual director is assessed objectively and holistically (e.g., the views of all the directors are obtained in an impartial manner).

8.5. Role of the CEO

- 8.5.1 The position of the CEO in essence is to ensure the effective implementation of the Group's business plan and policies established by the Board as well as to focus on the business and day-to-day management of the Group to ensure its smooth operation.
- 8.5.2 The Board will link the Company's governance and Management's functions through the Chairman with the CEO. All Board authority conferred on Management is delegated through the CEO, so that the authority and accountability of Management is considered to be the authority and accountability of the CEO so far as the Board is concerned.
- 8.5.3 The primary job tasks for the CEO are as follows: -
- a) Strategy development, monitoring and tracking;
 - b) Business development;
 - c) Performance management;
 - d) Human resources management;
 - e) Risk management; and
 - f) Stakeholder management.
- 8.5.4 The CEO is supported by the Senior Management and other working committees established under the Company's Governance Framework.

8.6. Management Authorities

- 8.6.1 The CEO shall act in accordance with the authorities delegated to him by the Board.
- 8.6.2 The assets of the Group shall be adequately maintained and protected, and not unnecessarily placed at risk.
- 8.6.3 The CEO shall within the specific authorities delegated to him by the Board, establish a Management Committee comprising certain key Management staff who shall be responsible, within the limits of authority determined and powers delegated by the Board from time to time.

8.7. Leadership Development

- 8.7.1 There shall be a periodic report from the CEO to the NRC and/or the Board on succession planning of the Senior Management.

9. DIRECTORS REMUNERATION

- 9.1 The fees and any benefits payable to the Directors shall from time to time be determined by an ordinary resolution of the Company in a general meeting and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree.
- 9.2 The Non-Executive Directors are paid fees as approved by the shareholders at the AGM.
- 9.3 The Executive Directors of the Company will be entitled to salaries and other fixed and variable benefits pursuant to a contract of service with the Company.
- 9.4 The Board has adopted a Remuneration Policy which sets out the criteria to be used in recommending the remuneration package for Executive Directors, Non-Executive Directors and Senior Management of the Group, whereby the NRC is responsible for reviewing and recommending matters relating to the remuneration of Directors and Senior Management.

10. BOARD MEETINGS

10.1 Frequency

- 10.1.1 The Board shall meet at least four (4) times a year and at such additional meetings to be convened as and when necessary, as the Chairman shall decide, in order to fulfill its duties.

10.2 Quorum

- 10.2.1 The quorum of the meetings shall be met pursuant to the Constitution of the Company which shall consist of at least two (2) directors.

10.3 Secretary

- 10.3.1 The Company Secretary or other appropriate senior official shall act as a Secretary of the Board of Directors' Meeting and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the members prior to each meeting.

10.4 Meeting Minutes

- 10.4.1 The Company Secretary shall be responsible for keeping the minutes of meetings of the Board, including the names of those present and in attendance and circulating them to each of the members of the Board.
- 10.4.2 Minutes shall be distributed to Board members and shall be approved for signing by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.

10.4.3 The minutes shall include compiled Board instructions as Matters Arising for discussion at each Board meeting to ensure proper follow through.

10.4.4 Relevant members of Management shall be provided with the minutes and Matters Arising for follow-up on key actions required.

10.5 Meeting Mode

10.5.1 All or any meetings of the Board shall by default be held physically to enable effective and efficient discussion, however in certain circumstances, a meeting may be conducted by teleconference or videoconference or other appropriate means as determined by the Board.

10.5.2 A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.

10.6 Voting

10.6.1 All resolutions of the Board shall be adopted by a simple majority vote, each Director having one (1) vote. In case of equality of votes, the Chairman of the Board shall have a second or casting vote subject to the Constitution of the Company.

10.6.2 A Board member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation. The nature and extent of conflict of interest must be recorded in the minutes.

10.7 Decisions by Circular Resolutions

10.7.1 A resolution in writing signed either digitally or by hand or approved by letter, or other written electronic communications by the majority of the members of the Board who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting.

10.7.2 All such resolutions shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book.

10.7.3 Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Board.

10.8. Notice and Agenda

10.8.1 Meetings of the Board shall be called by the Company Secretary at the request of the Chairman or member of the Board.

10.8.2 Unless otherwise agreed, reasonable notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall

be forwarded at least five (5) working days prior to the meeting held to each member of the Board and any other person required to attend.

- 10.8.3 The Board meeting agendas shall be the responsibility of the Chairman of the Board with input of the other members and where necessary, the agenda shall include input from other persons deemed appropriate to participate in this process and assisted by the Company Secretary.
- 10.8.4 Supporting papers shall be sent to the Board members and other attendees as appropriate, at the same time of the above item 10.8.2.
- 10.8.5 The notice of each meeting shall be served to the member either personally or by fax or e-mail or post or courier to his/her registered address as appearing in the Register of Directors or to the address provided by the Board member, as the case may be.

10.9 Attendance of General Meetings

- 10.9.1 All Directors, especially the Chairman of the Board and Board Committees shall attend the general meetings in order to provide an opportunity for the shareholders to actively engage with the Board and Board Committees.

11. BOARD AND MEMBERS ASSESSMENT

- 11.1 The Chairman keeps under review, informally, the contributions made by Board members. The NRC is given the task of reviewing annually the activities and effectiveness of the Board and the Board members. The Chairman of the NRC oversees the overall evaluation process.
- 11.2 The NRC is required to report annually on the assessment of the Board's and its Committees' performance. The assessment report together with the report on the Board balance (the required mix of skills and experience and other qualities) will be discussed with the full Board. This exercise is carried out after the end of each financial year, or such other time as may be deemed appropriate.
- 11.3 The assessment results form the basis of the NRC's recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.
- 11.4 In addition to the above annual assessments, the performance of the CEO is assessed based on the Key Performance Indicators ("KPI") approved by the Board.

12. DIRECTORS' ORIENTATION AND CONTINUOUS EDUCATION TRAINING

12.1 Induction of Newly Appointed Directors

12.1.1 All newly appointed Board members shall undergo a formal induction and continuous education program to ensure that they understand: -

- their roles and responsibilities;
- the Board's expectations in terms of their knowledge contribution;
- the nature of the Group's business;
- current issues faced; and
- strategies adopted by the Group.

12.2 Directors' Training and Development

12.2.1 All Directors shall ensure that they keep abreast of regulatory changes, other developments, and broad business trends. The Board must evaluate the training needs of its Directors on a continuous basis and ensure all Directors have access to appropriate continuing education programs.

13. BOARD STRUCTURES AND PROCEDURES

13.1 Board Committees

13.1.1 The Board may from time-to-time delegate specified matters to Committees of the Board to assist in carrying out its duties and responsibilities and to allow detailed deliberation on specific issues.

13.1.2 All such Committees must be provided with written terms of reference which clearly state the extent and limits of their responsibilities and authorities, specifically whether they have authority to decide on behalf of the Board or are to report back to the Board.

13.1.3 The Board delegates certain duties and authorities to the following Committees to assist in the execution of its responsibilities: -

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Risk Management Committee; and
- d) Long-Term Incentive Plan Committee.

13.1.4 The Chairman of the respective Committee reports to the Board on the outcome of the Committee meetings and minutes of Committee meetings are made available to all Directors.

14. CODE OF CONDUCT AND ETHICS

- 14.1 The Board has in place a set of Code of Conduct and Ethics ("**Code**") as well as professional standards of corporate and individual behaviour expected of all Directors, Management, employees and/or other parties and together with the Management, implement its policies and procedures which include managing conflicts, preventing the abuse of power, corruption, insider trading, money laundering, etc.
- 14.2 The above Code can be accessible on the Company's website at <https://www.awantec.my/governance>.

15. WHISTLEBLOWING POLICY

- 15.1 The Board has established and from time to time, reviews and together with Management, implements appropriate policies and procedures on whistleblowing.
- 15.2 The oversight of the whistleblowing function is under the purview of the members of the AC and CEO of the Company who shall ensure that all reported violations are properly investigated.
- 15.3 The above Policy can be accessible on the Company's website at <https://www.awantec.my/governance>.

16. COMPANY SECRETARY

- 16.1 The Board shall ensure that it is supported by a suitably qualified and competent Company Secretary, who plays an important advisory role and fulfils the functions for which he/she has been appointed. The appointment or removal of Company Secretary or Company Secretaries of the Board shall be the prerogative of the Board.
- 16.2 The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to sound governance and compliance with laws, rules, procedures and regulations and advocates adoption of corporate governance best practices affecting the Group.
- 16.3 The roles and responsibilities of the Company Secretary shall include, but are not limited to the following: -
- 16.3.1 Advising the Board on its roles and responsibilities.
 - 16.3.2 Facilitating the orientation of new Directors and assist in Director's training and development.
 - 16.3.3 Advising the Directors on corporate disclosures and compliance with Company and securities regulations and listing requirements including but not limited to: -

- disclosure of interests in securities;
- disclosure of any conflict of interest in a transaction involving the Group;
- prohibition of dealing in securities; and
- restrictions on disclosure of price-sensitive information.

16.3.4 Managing processes pertaining to the annual shareholders' meeting.

16.3.5 Monitoring corporate governance development and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations.

16.3.6 Serving as a focal point for stakeholders' communication and engagement on corporate governance issues.

16.3.7 Organise and provide assistance at the Board and Board Committees meetings and have the following key responsibilities: -

- draft the schedule of Board activities for the financial year;
- ensure meetings are arranged and held accordingly;
- assist the Chairman in planning the Board's activities;
- draw up meeting agendas in consultation with the Board Chairman and maintain the minutes;
- ensure structured communication channels between the Board and Board Committees;
- attend Board and Board Committee meeting and ensure the proceedings of meetings are recorded and the minutes circulated in a timely manner; and
- ensure the presence of a quorum at the meeting and ensure Board Committees' recommendations presented to the Board are supported by papers that explain the rationale for the Committees' recommendations.

16.4 The Company Secretary must keep abreast of and inform the Board of current governance practices. The Company Secretary should undertake continuous professional development.

17. STAKEHOLDERS' COMMUNICATION

17.1 The Board will use its best endeavor to familiarize itself with issues that are of concern to the shareholders.

17.2 The Board believes that the Management speaks for the Group. Nevertheless, individual Board member may, from time to time, at the request of Management, meet or otherwise communicate with various constituencies that are involved with the Group. Comments from the Board, if appropriate in most circumstances, shall come from the CEO.

- 17.3 The Board shall at its AGM facilitate communications with the shareholders to discuss the business direction and performance of the Company.
- 17.4 The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy, and timeliness. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in Listing Requirements.
- 17.5 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report.

18. REVIEW OF THE BOARD CHARTER

The Board shall ensure that the Board Charter shall be reviewed periodically in accordance with the needs of the Company, from time to time or when changes to regulatory requirements necessitate a revision, but at least once every three (3) years, to ensure it consistency with the Board's objectives and responsibilities. Any revision will be highlighted to the Board for approval.

Adopted by Board: 22 May 2013

Updated and adopted by Board on: 5 July 2021

Updated and adopted by Board on: 12 September 2023

Appendix A**MATTERS RESERVED FOR COLLECTIVE DECISION OF THE BOARD OR ITS COMMITTEES**

The following are matters reserved for collective decision of the Board or its Committees include, inter alia, which may be varied from time to time as determined by the Board: -

- a. appointment and recommendation for removal of Directors and/or Auditors;
- b. appointment of Board Committees and Members;
- c. approval of terms of reference of Board Committees and amendments to such terms;
- d. appointment/removal of Senior Executive positions and Executive Directors of the Company and their duties and the continuation (or not) of their service;
- e. establishment of Board Committees, their membership and delegated authorities;
- f. approval of interim dividend and recommendation of final dividend for shareholders' approval;
- g. review of corporate governance;
- h. approval of annual business plan and the Company's scorecard;
- i. approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to Management;
- j. calling of meetings of shareholders;
- k. review of Whistleblowing reports; and
- l. any other specific matters nominated by the Board from time to time.