

# BOARD CHARTER OF KKB ENGINEERING BERHAD

This Charter sets out clear functions reserved for the Board and those delegated to Management.

## A. ROLES AND RESPONSIBILITIES

### 1. The Board

The Board recognizes its duties and has adopted this Charter as a general statement of its expectations as to how it will discharge its duties. The Board also believes that this Charter will be of assistance to the Board in its ongoing assessment of its own performance and that of individual Directors.

The Board's principal functions and responsibilities include the followings:

- (a) setting and reviewing strategic plans for the Group;
- (b) identifying principal risks and implementing appropriate system to manage such risks;
- (c) oversee the performance of Group businesses;
- (d) review the adequacy of the Group's system of internal controls;
- (e) promote good corporate governance culture within the company which reinforces ethical, prudent and professional behavior together with senior management;
- (f) review, challenge and decide on management's proposals for the company, and monitor its implementation by management;
- (g) ensure that the strategic plan of the company supports long-term value creation and includes strategic economic, environmental and social considerations underpinning sustainability;
- (h) address material environmental, social and governance (ESG) risks and opportunities relevant to the Group;
- (i) supervise and assess management performance to determine whether the business is being properly managed;
- (j) ensure there is a sound framework for internal controls and risk management;
- (k) understand the principal risks of the company's business and recognize that business decisions involve the taking of appropriate risks;
- (l) 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;
- (m) 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 management;
- (n) ensure that the company has in place procedures to enable effective communication with stakeholders; and
- (o) ensure the integrity of the company's financial and non-financial reporting.

### 2. The Individual Directors

2.1 The appointment and re-election of Directors on the Board of KKB Engineering Berhad and its subsidiaries must fulfil the "Directors' Fit and Proper Policy" of the Company.

2.2 In discharging his/her duties, each Director must:

- (a) exercise care and diligence;
- (b) act in good faith in the best interest of KKB;
- (c) not improperly use his/her position or misuse information of KKB;
- (d) commit the time necessary to discharge effectively his/her role as a Director.

- 2.3 The Directors are expected to discharge their duties in a professional, honest and ethical manner at all times and to avoid any conflict or potential conflict between their personal interests and the Group's interest. All Directors are required to make a declaration twice a year or as and when the conflict of interest or potential conflict of interest including interest in any competing business with the Company or its subsidiaries situation arises at the earliest opportunity.
- 2.4 Independent Directors and External Auditors should confer at least twice a year without the presence of the Executive Directors.
- 2.5 The tenure of an Independent Director shall not exceed a term of twelve years.
- 2.6 Senior Independent Director (SID)  
The roles of the SID are as follows:
  - (a) a sounding board (eyes, ears, hands; anchor-person) for the Executive Chairman
  - (b) an intermediary for other directors when necessary; and
  - (c) the point of contact for shareholders and other stakeholders.

### **3. The Executive Chairman**

Appointed by the Board of Directors, the Executive Chairman reports to the Board. The primary functions of the Executive Chairman are to provide leadership and direction to the Board. He continuously facilitates the operations and deliberations of the Board's functions and responsibilities. Executive Chairman is responsible for the development and implementation of strategic initiatives and business development. He should not be a member of any Board Committees such as Audit Committee and Nomination & Remuneration Committee. The Executive Chairman's roles and responsibilities are but not limited to the followings: -

- i) Provides leadership for the Board so that the Board can perform its responsibilities effectively.
- ii) Works with the Board and Group Managing Director to develop the strategy for the Group's future growth.
- iii) Works with the Group Managing Director to identify opportunities for value-enhancing strategic initiatives including acquisitions, joint ventures and strategically important relationships as well as the disposition from time to time of non-core assets and communicating regularly with the Group Managing Director regarding the pursuit of such strategic initiatives.
- iv) Ensures that the Board plays a full and constructive part in the determination of the Company's strategies and policies and that Board decisions taken are in the Company's best interests and fairly Board's consensus.
- v) Ensures that procedures are in place to govern the Board's operations.
- vi) Leads the Board in the adoption and implementation of good corporate governance practices in the Company.
- vii) Sets the Board agenda and ensures that Board members receive complete and accurate information in a timely manner –
  - Plans the Board meeting agenda in advance alongside the Company Secretary and the Group Managing Director. Other Directors and key members of management may also be consulted.
- viii) Leads Board meetings and discussions.
- ix) Ensures appropriate steps are taken to provide effective communication with stakeholders and that views are communicated to the Board as a whole.

- x) Acts as principal liaison between the directors and the Group Managing Director and taking all reasonable steps to ensure that the expectations of the Board towards management are clearly expressed, understood and respected.
- xi) Works with Group Managing Director to ensure Group's operations are conducted in a best-in-class manner and management strategies, plans and performance are appropriately represented to the Board.

#### **4. The Group Managing Director (GMD)**

The Group Managing Director is responsible for planning and implementing business strategies or transformation and to drive business and revenue growth. He oversees all Group business operations, guide and strengthen Leadership Team and new talents, provide strategic guidance to the Board to ensure the Group achieves its Vision, Mission and long-term goals and overall Management within the whole Group of Companies. He reports to the Executive Chairman and the Board. The GMD's roles and responsibilities are but not limited to the followings: -

- i) The GMD is charged by the Board with the day-to-day leadership and management of the Company.
- ii) The GMD is expected to ensure that the Company has an administrative structure that will enable it to be profitable while meeting its business, legal, regulatory and policy obligations.
- iii) The GMD is expected to honestly and candidly keep the Board fully informed as to the Company's progress and of any material deviations from the goals, objectives or policies established by the Board.
- iv) Gives strategic advice and report, results and findings to Executive Chairman and Board members.
- v) Manages human resources to ensure employees move in the same strategic direction to achieve its mission.
- vi) Creates and reports on business plans, monitoring its efficacy and progress.
- vii) Continuous monitoring of the annual budget and ensure that revenue/sales targets are met.
- viii) Maintains the quality of products, services, customer support and level of service in line with service level agreements and other retention strategies.
- ix) Promotes the wellness of staff and implementing policies in line with labour legislation and health and safety guidelines to create a diverse and positive working environment.

#### **5. The Board Committees**

The Board has established various Board Committees to assist in the discharge of duties and responsibilities. The Chairman of respective Committees will report to the Board on matters considered and submit recommendations to the Board for approval as appropriate.

##### **5.1 Audit Committee**

###### Terms of Reference:

###### (a) Objective

The primary objective of the Audit Committee is to assist the Board in the effective discharge of its fiduciary responsibilities for corporate governance, financial reporting and internal control.

###### (b) Composition

- The Audit Committee must comprise not less than three (3) members and all members must be Non-Executive Directors, with majority as Independent Directors being directors independent of management free of any relationship that in the opinion of the Board would interfere with the exercise of independent judgment on Audit Committee Members.

- The Chairman of the Audit Committee shall be an Independent Director and is not the Chairman of the Board. In the absence of the Chairman, other members shall amongst themselves elect a Chairman who is also an independent director.
- At least one (1) member of the Audit Committee:
  - (i) must be a member of the Malaysian Institute of Accountants; or
  - (ii) if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:
    - he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
    - he must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
  - (iii) fulfils such other requirements as prescribed or approved by the Exchange.
- Alternate Director is not allowed to become a member of the Audit Committee.
- Any former key audit partner must have observed a cooling-off period of at least three (3) years before one is eligible for appointment as Audit Committee member.
- If the number of members is reduced to below three (3) by reason of resignation, death or for any other reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to fulfill the minimum requirement.

(c) Attendance

At the request of the Chairman, Directors and employees will be in attendance at the Audit Committee Meetings or for selected agenda items and representatives of the External Auditors and Internal Auditors or person(s) carrying out the internal audit function or activity may also be invited.

(d) Meetings

- The Audit Committee shall meet at least four (4) times a year and the quorum shall be two (2) provided always that majority of the members present must be independent directors.
- At least twice a year the Audit Committee shall meet with the External Auditors without Executive Board members present.
- At least once a year the Audit Committee shall meet with the Internal Auditors or person(s) carrying out the internal audit function or activity without the presence of Management or whenever it deems necessary.
- The Company Secretary shall act as Secretary of the Audit Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it and supported by explanatory documentation to committee members prior to each meeting. The Secretary shall also be responsible for keeping the minutes of meeting of the Audit Committee and circulating them to committee members and to the other members of the Board.
- Unless otherwise determined by the Audit Committee members from time to time, notice of all Audit Committee meetings shall be given and circulated to all Audit Committee members and their alternates by facsimile, electronic mail or other communication modes/equipment. Except in the case of an emergency, reasonable notice of every Audit Committee meeting shall be given in writing. The majority of the Audit Committee members may waive notice of any meeting and any such waiver may be retroactive.
- Audit Committee members may participate in the Audit Committee meeting by means of conference telephone, conference videophone or any similar or other communications by electronic means.

- A person in communication by electronic means with the Chairman and with all other parties to the Audit Committee meeting shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- A meeting at which one or more of the Audit Committee members attends by electronic means is deemed to be held at such place as the Audit Committee members shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Audit Committee members attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- All business transacted in the manner provided above by electronic means shall be deemed to be validly and effectively transacted at the Audit Committee meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
- The minutes of the proceeding shall be sufficient evidence and of the observance of all necessary formalities of the Audit Committee if certified and signed as correct record by the Chairman.
- Questions arising at any meeting of the Audit Committee shall be decided by a majority of votes of the members present, and in the case of equality of vote, the Chairman of the Audit Committee shall have a second or casting vote.
- A resolution in writing signed or approved by all of the Audit Committee shall be valid and effectual as a resolution passed at a meeting of the Audit Committee.

(e) Authority

The Audit Committee is authorized by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee. The Audit Committee shall have unrestricted access to both Internal Auditors or person(s) carrying out the internal audit function or activity and External Auditors and is authorized by the Board to obtain outside legal or other independent professional advice if it considers necessary.

(f) Duties and Responsibilities

The duties and responsibilities of the Audit Committee are as follows:

- To review the quarterly results and year-end financial statements prior to the approval by the Board focusing particularly on:
  - the going concern assumption;
  - compliance with applicable financial reporting standards and other legal requirements;
  - any changes in accounting policies and practices; and
  - significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed.
- To review the followings with External Auditors and report the same to the Board:
  - the audit plan and report;
  - evaluation of system of internal controls; and
  - problems and reservation arising from interim and financial audits.
- The Audit Committee's responsibilities in respect of the Internal Audit Function include:
  - approving the appointment and removal of Internal Audit Function service provider;

- assessing the performance and approving the fees of the Internal Audit Function;
  - reviewing and approving the Internal Audit Charter. The Internal Audit Charter may also be presented to the Board for approval;
  - reviewing and approving the risk-based internal audit plan and the progress of the audit plan and resource plan;
  - ensuring the adequacy of the scope of audit;
  - deliberating on internal audit reports and recommendations raised, and ensuring that Management implements the recommendations;
  - communicating reports of investigations to the Board, where appropriate;
  - ensuring the Internal Audit Function is sufficiently resourced, qualified, competent, and experienced; and
  - ensuring the Internal Audit Function has direct and unrestricted access to information, records, physical properties, and personnel that enables it to effectively carry out its role and responsibilities.
- To review and report to the Board on any related party transactions and any conflict-of-interest situations that arose, persist or may arise together with the measures taken to resolve, eliminate or mitigate such conflicts within the Company or Group and as well as disclose them in the Audit Committee report annually.
  - To review any letter of resignation from External Auditors, and/or Internal Auditors or person(s) carrying out the internal audit function or activity of the Company or Group, whether there is reason to believe that the Company or group's External Auditors and/or internal Auditors or person(s) carrying out the internal audit function or activity are not suitable for re-appointment.
  - To review any recommendations on the nomination of a person or persons as External Auditors or Internal Auditors or person(s) carrying out the internal audit function or activity.
  - To annually assess or evaluate the suitability, objectivity and independence of the External Auditors and Internal Auditors or person(s) carrying out the internal audit function or activity.
  - To assess the adequacy and effectiveness of the system of internal control and accounting control procedures of the Company and Group by reviewing External Auditors' management letter and Management's response.
  - To undertake such other responsibilities as may be agreed by the Audit Committee and the Board.
  - To obtain written assurance from the external auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.
  - To receive and review the report from Risk Management & Sustainability Committee ("RSC") and to meet and sit with the RSC whenever the Audit Committee deems necessary.

(g) Review of Composition of Audit Committee

The term of office and performance of the Audit Committee and each of the members shall be reviewed by the Nomination & Remuneration Committee ("NRC") annually to determine whether the Audit Committee and its members have carried out their duties in accordance with the Terms of Reference.

## 5.2 Nomination & Remuneration Committee (NRC)

### Terms of Reference

#### (a) Composition

- The NRC shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent.
- The Committee shall consist of not less than three (3) members.

#### (b) Quorum

Two (2) members shall form a quorum for meetings.

#### (c) Chairman

The Chairman of the NRC shall be appointed by the Board, who shall be an Independent Director. In the absence of the Chairman of the NRC, the remaining members present shall elect one of their members as Chairman of the meeting.

#### (d) Secretary

The Secretary to the NRC shall be the Company Secretary.

#### (e) Meeting and Minutes

- The NRC shall meet at least once a year or at such other times as the Chairman of the Committee deemed necessary.
- Minutes of each meeting shall be distributed to each member of the Board.
- Question arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- Unless otherwise determined by the NRC members from time to time, notice of all NRC meetings shall be given and circulated to all NRC members by facsimile, electronic mail or other communication modes/equipment. Except in the case of an emergency, reasonable notice of every NRC meeting shall be given in writing. The majority of the NRC members may waive notice of any meeting and any such waiver may be retroactive.
- NRC members may participate in a NRC meeting by means of conference telephone, conference videophone or any similar or other communications by electronic means.
- A person in communication by electronic means with the Chairman and with all other parties to a NRC meeting shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- A meeting at which one or more of the NRC members attends by electronic means is deemed to be held at such place as the NRC members shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the NRC members attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- All business transacted in the manner provided above by electronic means shall be deemed to be validly and effectively transacted at a NRC meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

- The minutes of the proceeding shall be sufficient evidence and of the observance of all necessary formalities of the NRC if certified and signed as correct record by the Chairman.
- A resolution in writing signed or approved by all of the NRC shall be valid and effectual as a resolution passed at a meeting of the NRC.

(f) Functions

- To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- To identify, propose and recommend new nominees as necessary for appointment to the Board of Directors as per “Directors’ Fit and Proper Policy” of the Company.
- To assess annually the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director in discharging their duties in a professional, honest and ethical manner at all times and to avoid any conflict or potential conflict between their personal interest and the Group’s interest. All assessments and evaluations carried out by the NRC in the discharge of its functions should be properly documented.
- The NRC must review the term of office and performance of the audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.
- To recommend to the Board, Directors to fill the seats on various Board Committees.
- To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation.
- To consider and deliberate new candidates for directorships.
- The NRC or Management as authorized by NRC, will orientate and educate new Directors on the nature of the business, its Vision and Mission, current issues within the Company and its corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.
- To recommend to the Board the appointment of Group Chief Financial Officer and to evaluate the performance of Group Chief Financial Officer as the case may be.
- To establish and review the succession plan including appointment of board members.
- To review and assist with leadership transfer and development, where necessary training programmes for the Board.
- To review gender diversity on the Board and Senior Management level.
- To recommend to the Board the framework of the remuneration and the remuneration package for Executive Chairman, Group Managing Director and Executive Director, drawing from outside advice as necessary.
- To review Executive Directors’ scope of service contract.
- To review the Group Chief Financial Officer’s scope of service contract.
- To review, approve and recommend to the Board the Senior Management’s remuneration package as evaluated and recommended by Group Managing Director.
- To recommend to the Board the appointment of advisers or consultants as it deems necessary to fulfil its functions.

(g) Reporting Procedure

- The NRC should recommend to the Board, candidates for directorships to the Board including Group Chief Financial Officer. In making its recommendations, the NRC should among other qualities, consider the candidates’:



- skills, knowledge, areas of expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of Independent Non-Executive Directors, the NRC should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- All assessments and evaluations carried out by the NRC in the discharge of all its functions should be properly documented.
  - The final decision as to who shall be appointed to the Board and various Board Committees shall be the responsibility of the full Board.
  - The NRC will not have the delegated power from the Board for final decision of its recommendations but it has the obligation to make its recommendations to the Board for consideration and decision.
  - NRC membership and NRC's activities are to be disclosed in the Annual Report.
  - The remuneration of Executive Chairman, Group Managing Director, Executive Director and Group Chief Financial Officer shall be the responsibility of the full Board after considering the recommendation of the NRC.
  - The Executive Chairman, Group Managing Director and Executive Director do not participate in discussion on their own remuneration.
  - The determination of remuneration packages of Non-Executive Directors is a matter for the Board as a whole.
  - The determination of Directors' fees shall be a matter for the Board as a whole subject to shareholders' approval at the annual general meeting.
  - The level of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully. The component parts of remuneration should be structured so as to link rewards to corporate and individual performance, in the case of Executive Chairman, Group Managing Director and Executive Director. The level of remuneration should reflect the experience and responsibilities undertaken by the particular non-executive concerned.
  - Remuneration Policy and Procedures are to be disclosed in the Company's Website.

(h) Review by the Board

The Terms of Reference of the NRC is reviewed by the Board annually and updated as appropriate.

## **B. BOARD FUNCTIONS**

### **1. Ethics & Conduct**

All Directors, employees, consultants and any other persons representing the KKB Group are committed to maintain a high standard of ethical conduct which permeates throughout the Group as such unethical conducts such as political donations, giving of gifts and use of confidential information etc. are prohibited. The Board also encourages all employees to raise genuine concerns about possible financial improprieties, malpractices to support the Company's values.

### **2. Risk Management and Sustainability**

To further enhance and improve the process of Risk Management and Sustainability, a Risk Management & Sustainability Committee comprising Group Managing Director, Executive Director and Senior Management personnel has a duty to act and execute in accordance with the Terms of Reference laid down.

- (a) The Board recognizes that a Risk Management and Sustainability program must be implemented to ensure that all key risks are identified and managed appropriately and sufficiently.
- (b) Risk management and sustainability practices are embedded in the day-to-day operations of the Group which the Board has established a framework for identifying, evaluating, managing and reporting the significant risks found by the Group.
- (c) The Board together with the assistance of the Management Executive Committee, the Risk Management & Sustainability Committee and professionals and advisers such as the Internal Auditors, identify risks as an ongoing process and ensure a continuous risk management arising therefrom.
- (d) The Risk Management & Sustainability Committee will then submit an annual report on the overall Risk Management and Sustainability processes to the Board for review through the Audit Committee.
- (e) Whilst the Risk Management & Sustainability Committee operates independently and reports directly to the Audit Committee, the adequacy and integrity of the Internal Control System are further assured by the existence of an Independent Internal Audit Function which is outsourced to an independent service provider.
- (f) The Internal Auditor regularly evaluates the effectiveness and appropriateness of the entire Risk Management and Sustainability control structure as directed by the Audit Committee and reports to the Audit Committee. The Audit Committee in turn reports back to the Board of Directors for review on the adequacy effectiveness on Internal Control and Risk Management System.

### **3. Stakeholder Communication**

The Board encourages the exercise of shareholders rights through minimum notices period for general meeting and disclosing all relevant information to shareholders through the Company Website.

## **C. ENSURING EFFICIENCY**

### **1. Succession Planning**

The Board should work with the NRC in ensuring succession planning.

### **2. Directors' Selection**

The Board seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for business acumen and integrity.

The assessment of possible new Directors will include consideration of an individual's qualifications as well as consideration of age, skills, gender and experience in the context of the needs of the Board. Exceptional candidates who do not meet all of these criteria may still be considered. The NRC is responsible for making such recommendation to the Board relating to the appointment and retirement of Directors.

### **3. Directors' Compensation**

The form and amount of Director's compensation will be recommended by the NRC to the Board for approval.

### **4. Board Evaluation and Directors' Assessment**

The Board will conduct an annual self-evaluation to determine whether it, its members, and its committees are functioning effectively. The Board Committees will receive comments from all Directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

## 5. Directors' Training & Development

Directors are required to update their skills and knowledge to effectively execute their duties at least one training/course a year.

## D. PROCESSES OF BOARD

### 1. Board Meetings

- (a) At all meetings Executive Chairman is to preside. Independent Directors shall Chair the meeting if the Executive Chairman is unable to attend the meeting.
- (b) Each Board Member is free to suggest the inclusion of items on the agenda.
- (c) The Board ordinarily meets four times a year at quarterly intervals for the purpose of reviewing Group's quarterly financial reports and performance against its annual operating and capital budgets, approving strategic business plans, corporate business plans and development of the Group.
- (d) The Company will distribute, sufficiently in advance of meetings to permit meaningful review, written materials, which will in all events include recent financial information for use at Board Meetings.
- (e) The Board believes that attendance of key executive officers augments the meeting process and welcomes their attendance where appropriate.
- (f) Additional meetings will be held when urgent decision needs to be made.

### 2. Board Committees Meetings

#### Audit Committee

- (a) The Audit Committee shall meet at least four (4) times a year and the quorum shall be two (2) provided always that majority of the members present must be independent directors.
- (b) At least twice a year the Audit Committee shall meet with the External Auditors without Executive Board members present.
- (c) At least once a year the Audit Committee shall meet with the Internal Auditors without the presence of Management or whenever it deems necessary.
- (d) The Company Secretary shall act as Secretary of the Audit Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it and supported by explanatory documentation to committee members prior to each meeting. The Secretary shall also be responsible for keeping the minutes of meeting of the Audit Committee and circulating them to Audit Committee members and to the other members of the Board.
- (e) Unless otherwise determined by the Audit Committee members from time to time, notice of all Audit Committee meetings shall be given and circulated to all Audit Committee members and their alternates by facsimile, electronic mail or other communication modes/equipment. Except in the case of an emergency, reasonable notice of every Audit Committee meeting shall be given in writing. The majority of the Audit Committee members may waive notice of any meeting and any such waiver may be retroactive.
- (f) Audit Committee members may participate in the Audit Committee meeting by means of conference telephone, conference videophone or any similar or other communications by electronic means.
- (g) A person in communication by electronic means with the Chairman and with all other parties to the Audit Committee meeting shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.

- (h) A meeting at which one or more of the Audit Committee members attends by electronic means is deemed to be held at such place as the Audit Committee members shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Audit Committee members attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- (i) All business transacted in the manner provided above by electronic means shall be deemed to be validly and effectively transacted at the Audit Committee meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
- (j) The minutes of the proceeding shall be sufficient evidence and of the observance of all necessary formalities of the Audit Committee if certified and signed as correct record by the Chairman.
- (k) Questions arising at any meeting of the Audit Committee shall be decided by a majority of votes of the members present, and in the case of equality of vote, the Chairman of the Audit Committee shall have a second or casting vote.
- (l) A resolution in writing signed or approved by all of the Audit Committee shall be valid and effectual as a resolution passed at a meeting of the Audit Committee.

#### Nomination & Remuneration Committee (NRC)

- (a) The NRC shall meet at least once a year or at such other times as the Chairman of the Committee deemed necessary.
- (b) Minutes of each meeting shall be distributed to each member of the Board.
- (c) Question arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.
- (d) Unless otherwise determined by the NRC members from time to time, notice of all NRC meetings shall be given and circulated to all NRC members by facsimile, electronic mail or other communication modes/equipment. Except in the case of an emergency, reasonable notice of every NRC meeting shall be given in writing. The majority of the NRC members may waive notice of any meeting and any such waiver may be retroactive.
- (e) NRC members may participate in a NRC meeting by means of conference telephone, conference videophone or any similar or other communications by electronic means.
- (f) A person in communication by electronic means with the Chairman and with all other parties to a NRC meeting shall be regarded for all purposes as personally attending such a meeting and shall be counted in a quorum and be entitled to vote but only for so long he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means.
- (g) A meeting at which one or more of the NRC members attends by electronic means is deemed to be held at such place as the NRC members shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the NRC members attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- (h) All business transacted in the manner provided above by electronic means shall be deemed to be validly and effectively transacted at a NRC meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
- (i) The minutes of the proceeding shall be sufficient evidence and of the observance of all necessary formalities of the NRC if certified and signed as correct record by the Chairman.

- (j) A resolution in writing signed or approved by all of the NRC shall be valid and effectual as a resolution passed at a meeting of the NRC.

### **3. Financial Reporting**

The Board ensures shareholders and other stakeholders receive information in a timely manner in order to make informed decision.

### **4. Non-Financial Reporting**

The Board also enhances the integrated reporting of non-financial information such as disclosure in its Annual Report a description of Corporate Social Responsibility activities, corporate governance disclosure and other relevant information. Such disclosure of information in a reliable and timely manner to investors would provide the basis for informed decision-making by shareholders; stakeholders and potential investors.

*This Board Charter is reviewed and approved by the Board through Directors' Circular Resolution dated **23 November 2023***

Revision: 15 (23.11.2023)