

# MANFORCE GROUP BERHAD

(Registration No.: 201701014455 (1228620-V))

(Incorporated in Malaysia)

## **BOARD CHARTER**

### **1. INTRODUCTION**

This Board Charter (“Charter”) has been adopted by the Board of Directors (“Board”) of **Manforce Group Berhad** (“the Company”) and its subsidiaries (“the Group”) on 13 September 2018, in accordance to the recommended Corporate Governance practice. The Board strives to collectively lead and is responsible for the success of the Group by providing entrepreneur leadership and direction as well as management oversight. The Board acknowledges that it is the ultimate decision making body of the Group.

This Charter sets out the composition, roles, responsibilities and processes of the Board and is to ensure that all Board members acting on behalf of the Group are aware of their duties and responsibilities as Board members.

### **2. Board Composition**

The Board of Directors (“the Board”) should consist of qualified individuals of different range of skills, experiences and backgrounds and the size of the Board is such that it facilitates the making of informed and critical decisions for the Group, in accordance with the Boardroom Diversity policy established. Nomination and election of new director is governed by structured nomination and election process with ultimate responsibility and authority lies with the Board.

The Board is responsible to determine its optimised size in order to carry out its responsibility and authority effectively and efficiently. The evaluation of the potential candidate for new directorship and director nominated for re-election are performed by the Board for decision. On the appointment of the new director, such new director is required to commit sufficient time in order to discharge his/her duty and responsibility with reasonable due care, skills and diligence. Members of the Board is expected to devote sufficient time and effort to discharge their individual responsibilities with reasonable due care, skills and diligence. Individual members of the Board are required to inform the Chairman before accepting the new appointment and to communicate the time he/she expects to spend for the new appointment.

The Board composition is governed by the Companies Act. The Board shall comprise at least two (2) directors and not more than nine (9) directors. Furthermore, in order to assert independence element and check and balance role to the Board, at least one (1) Director shall be Independent Non-Executive Director.

The tenure of an Independent Non-Executive Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, such Independent Non-Executive Director may continue to serve on the Board subject to the director’s re-designation as a Non-Executive Director. Otherwise, the Board must justify and seek shareholders’ approval in the event it retains as an Independent Non-Executive Director.

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The retirement and re-election of directors are in accordance to the Companies Act, which provides that all Directors of the Company (except Managing Director) are subject to retirement. At least one third in number of the Board and who have been longest in office are subject to retirement by rotation during the annual general meeting. A newly appointed director shall retire at the next coming annual general meeting. A retiring Director is eligible for re-appointment.

### **3. Declaration of interest by the Directors**

The directors and the key management of the Company will declare to the Board of Directors of their interests in companies outside of the Group. The Board of Directors will then evaluate if such interested director or key management personnel's involvement gives rise to a potential conflict of interest situation or raise questions to their integrity with the Group's business. When a determination has been made that there is a conflict of interest of an interested Director or key management personnel, the non-interested Director will:

- a) immediately inform the Board of Directors or the Continuing Adviser (if applicable) of the conflict of interest situation;
- b) make recommendations to the Board of Directors to direct the conflicted Director or key management personnel to:
  - (i) Withdrawal from all his executive involvement in the Group in relation to the matter that has given rise to the conflict of interest (in the case where the conflicted Director is an Executive Director or key management personnel); and
  - (ii) Abstain from all Board deliberation and voting in the matter that has given rise to the conflict of interest (for conflicted Director).

### **4. Directors Remunerations**

The Board is responsible to determine the level of remuneration of the Directors and senior executives of the Group in such a manner to promote and support long term vision and strategies of the Group. Such remuneration structure shall attract and retain key personnel of requisite quality for long term value creation as well as motivating and incentivising directors and senior executives to perform their best for the Group. Remuneration package of Executive Directors shall not include an element of commission or percentage of turnover.

Non-Executive Directors will be paid based on fixed fees commensurate with their responsibilities in the Board and their attendance at the meetings, subject to approval from shareholders. The determination of the remuneration package of Non-Executive Directors should be a matter for the full Board, with individual director concerned should abstain from discussion of their own remuneration. Remuneration package of Non-

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Executive Directors shall not include an element of commission or percentage of turnover or profits.

### **5. Board Responsibilities**

The Board is responsible for the proper stewardship of the Group to provide reasonable assurance for the success of the Group on sustainable manner. The Board is tasked with realisation of long term and sustainable shareholders' value and safeguarding the interests of stakeholders.



#### **4.1 Roles, Responsibilities and Authorities of the Board**

The Board assumes the following duties and responsibilities (but not limited to):

- (a) To review and approve the strategic business plans for the Group and monitoring of the implementation by the Management therefrom;
- (b) to oversee the conduct and the performance of the Group's businesses;
- (c) to review and manage principal risks affecting the Group, set the risk appetite and appropriate Risk Management policy;
- (d) To review and ensure directors and management team are of sufficient calibre and succession planning for directors and management are put in place;
- (e) To review the adequacy and integrity of the Group's internal control systems and management information system;
- (f) To approve the policies relating to corporate branding, public relations, investor relations and shareholder communication programmes;
- (g) To ensure compliance with applicable laws and regulations relevant to the Group's operations;
- (h) To ensure full compliance and to carry out the duties of the Board in accordance with the relevant provisions of all applicable laws, regulations and guidelines;
- (i) To set corporate values and vision as well as clear lines of responsibility and accountability;

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- (j) To approve the major changes to the corporate organisation structure and delegation of authority to the Management;
- (k) To ensure that there shall be unrestricted access to independent advice or expert advice at Group's expense or to employees/external/internal auditors in furtherance of the Board's duties (whether as a Board or a director in his/her individual capacity);
- (l) To establish and maintain the ethical standards through a code of conduct which will be applicable throughout the Group and ensure the compliance of this code of conduct;
- (m) To approve the appointment of Directors and senior executives and to review and recommend the removal of the Directors and senior executives;
- (n) To review and recommend Directors' fee and to review and approve Executive Directors/senior executives' remunerations and benefits in accordance with relevant laws and regulations;
- (o) To review and approve any proposed employee's share option scheme and /or amendments to the scheme, subject to approvals that may be required by applicable laws and regulations;
- (p) To approve the appointment and removal of Company Secretaries;
- (q) To review and approve proposals for the allocation of capital and other resources within the Group;
- (r) To review and approve capital expenditure budget and annual budget (including major changes to such budgets);
- (s) To establish independent internal audit functions that reports directly to Non-Executive Director, if any. To review internal audit plan and internal audit functions for the proper functioning of internal audit functions and to receive reports from such internal audit functions, subject to review by the Non-Executive Director;
- (t) To review, through the Non-Executive Director, the appointment, re-appointment, resignation and termination of external auditor and to recommend the same to the shareholders for approval;
- (u) To review the independence of the external auditor through the Non-Executive Director;
- (v) To ensure financial statements are prepared in accordance with applicable financial reporting standards;
- (w) To review the audit plan and to receive reports on the system of internal controls and audit report from external auditor, subject to review by the Non-Executive Director;
- (x) To ensure procedure being put in place for the Board to receive reports from the Management on timely and reliable manner that that would provide the Board with a reasonable basis to make proper judgement on an on-going basis as to the financial position and business prospects;

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- (y) To approve unaudited periodic financial statements as required by the relevant authorities, including but not limited to other published financial statements and material and significant statements/reports issued to shareholders;
- (z) To put in place procedures to assess any related party transactions or conflict of interest situation within the Group with oversight by the Non-Executive Director;
- (aa) To establish relevant board committees in order to carry out specific board responsibilities effectively while the Board assumes the ultimate responsibility for such board responsibilities. Such board committees are governed by terms of reference approved by the Board and the conduct of such board committees are monitored by the Board by receiving minutes and/or reports from such board committees;
- (bb) To review major/material litigation and to approve next course of action beneficial to the Group;
- (cc) To ensure training needs of the Directors and Senior Executives are identified and adequate trainings are provided to the Directors and Senior Executives;
- (dd) To conduct a Board evaluation comprising of Board Assessment and Individual Assessment annually;
- (ee) To conduct assessment of the Non-Executive Director annually;
- (ff) To undertake a proper process for Directors' selection, subject to review by the Non-Executive Director; and
- (gg) To establish formal and transparent remuneration policies and procedures to attract and retain directors and senior executives; and
- (hh) To ensure the integrity of the financial and non-financial reporting, subject to review by the Non-Executive Director

### **4.2 Matters Reserved for the Board**

- (a) approval of new ventures;
- (b) approval of corporate plans and programmes;
- (c) approval of annual financial and capital expenditure budgets;
- (d) approval of annual and interim financial results of the Group and release therefrom;
- (e) approval of interim dividend and the recommendation for final dividend;
- (f) approval of adoption of accounting policies;
- (g) approval of the internal audit plans and major changes therefrom;
- (h) review of external audit plans;
- (i) acceptance of audit reports including management letters;
- (j) approval of material acquisitions and disposals of undertakings and properties;
- (k) approval of major investment in properties, plant and equipment;
- (l) approval of changes in the major activities of the Group;
- (m) approval of major borrowing or giving of security over assets;
- (n) approval of material agreements/contracts;

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- (o) approval of changes to the management and control structure within the Group, including key policies and procedures, limit of authority, etc;
- (p) approval for major write-off and provision in excess of prescribed amount as may be determined from time to time;
- (q) approval for granting of power of attorney by the Company;
- (r) approval for entering into of any indemnities or guarantees by the Company;
- (s) review and recommend for the alteration of the Constitution of the Company;
- (t) review and recommend for the proposed change of name;
- (u) review and recommend for the proposed shares buy-back scheme, if any and to implement shares buy-back scheme as approved by shareholders;
- (v) To review and approve any other major/material business decision and to recommend the same to shareholders for approval, if applicable;
- (w) Any matters requiring the convening of a general meeting of shareholders or any class of shareholders; and
- (x) Any matters as may be required by the applicable laws and regulations.

### **3. Role of Chairman and Chief Executive Officer**

The Chairman of the Board shall be appointed by the Board (with the period he/she to hold office to be determined by the Board) and shall be Non-Executive Director who is responsible for the governance, orderly conduct and effectiveness of the Board while Chief Executive Officer is responsible to ensure proper execution of strategic goals and effective operation within the Group. The Chairman represents the Board to the shareholders and to act as facilitator at the meetings of the Board and ensure that no board member dominates the discussion, and that appropriate discussion takes place and that relevant opinion among Board members are forthcoming.

The followings are the responsibilities of the Chairman of the Board:

- (a) To provide leadership to the Board;
- (b) To provide governance in matters requiring corporate justice and integrity and to lead the Board in establishing and monitoring good corporate governance;
- (c) To oversee the Board in the effective discharge of its responsibilities;
- (d) to lead the Board in the oversight of the Management and ensure its effectiveness of all aspects of its role;
- (e) To set board agenda and ensuring directors receive complete and accurate information timely;
- (f) To ensure the efficient organisation and conduct of the Board's meetings;
- (g) To ensure that quality information to facilitate decision-making is delivered to Board members on a timely basis;
- (h) To facilitate the effective contribution of all Directors at Board meetings and encouraging active participation and allowing dissenting views freely expressed;

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- (i) To promote constructive and respectful relations within the Board, and between the Board and Management;
- (j) To promote effective communication among the Board members and with shareholders and relevant stakeholders with their views are communicated to the Board;
- (k) To chair general meetings of shareholders; and
- (l) To maintain effective professional relationship with external parties, investing public, regulatory bodies and trade associations.

Chief Executive Officer/Managing Director is accountable to the Board for the achievement of the corporate objectives and for the observance of management authorities. Chief Executive Officer/Managing Director shall be head of the Management of the Group and answerable to the Board in that manner.

The responsibilities of Chief Executive Officer/Managing Director, but not limited to, are as follows:

- (a) To develop corporate strategies for the Group for the Board's approval and to implement such corporate strategies for the Group so approved;
- (b) To implement other Board's decision effectively and efficiently, including internal control system and risk management policy;
- (c) To provide leadership in order to achieve the vision, management philosophy and business strategies;
- (d) To ensure the efficiency and effectiveness of the day-to-day operations of the Group in accordance with authorities and delegations authorised by the Board;
- (e) To safeguard the assets of the Group;
- (f) To ensure effective internal and external reporting of the Group;
- (g) To ensure compliance with applicable laws and regulations;
- (h) To assess business opportunities which are of potential benefit to the Group and to recommend major business opportunities for the Board's consideration;
- (i) To communicate material and relevant matters to the attention of the Board timely and accurately for decision making; and
- (j) To discharge the responsibilities delegated by the Board and to execute authorities delegated by the Board, effectively and efficiently.

### **5. Board Committee**

To assist the Board to discharge its duties and responsibilities, the Board can delegate certain duties of the Board to the board committees operating under the terms of reference approved by the Board and the Chairman of these board committees will report to the Board during the board meetings on the matters that require the board attention.

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### **6. Company Secretaries**

The Company Secretaries of the Group is suitably qualified and competent Company Secretary responsible to provide sound governance advice, ensure adherence to rules and procedures, advocate adoption of corporate governance best practices.

In particular, the Company Secretaries is to:

1. manage all board and committee meeting and facilitate board communications;
2. Advise the board on its roles and responsibilities;
3. Directors' orientation, coordinate directors' training and development;
4. Advise the board on corporate disclosures and compliance with company, securities and listing laws; and
5. Manage processes of shareholder meeting

The Company Secretaries should equipped with knowledge in company and securities law, finance, governance, company secretaryship and listing requirements and to have continuous professional development/education.

The Board as a whole is responsible for appointment and removal of Company Secretaries.

### **7. Board Activities and Processes**

#### **7.1 Board Meetings**

The Board shall conduct meetings at least four (4) times a year or more frequently as circumstances dictate. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Board no less than five (5) working days before the date of meeting. Board papers, with sufficient details of the information and reports, should be given for Board members and to other attendees as appropriate, no less than five (5) working days before the date of meeting to review prior to the Board meeting.

Chairman of the Board meeting shall be the Chairman to the Board and in the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting in accordance with the provisions set out in the Companies Act.

The quorum for meetings shall be majority of the directors in accordance to Companies Act. A duly convened meeting of a Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Board.



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The Board may invite external parties such as the Management, auditors, solicitors or consultants to brief and clear the Directors' doubt or concern as and when the need arises. External parties invited may attend part or all of the Board Meeting at the discretion of the Board.

The Company Secretaries of the Company shall record minutes of the meetings for circulation to the Committee members which will be confirmed and signed by the Chairman of the meeting as correct proceedings thereat in the next scheduled Board meeting unless otherwise determined.

### **7.2 Directors' Training**

The Board recognises the importance of continuous education of its members in order for its members to discharge their responsibilities and duties effectively.

The Board shall assess and determine the training needs of its individual members annually and to ensure that the members of the Board received relevant updates and training to update individual directors' knowledge and enhance their skills to effectively discharge their duties and responsibilities and to participate actively in the Board deliberations.

### **7.3 Directors' Remuneration**

The Board will determine the level of remuneration of Board Members, in accordance with structured directors' remuneration policy established by the Board.

Non-executive Board Members will be paid a basic fee as ordinary remuneration and they will also be paid a sum based on their responsibilities in Board committees and for their attendances at meetings. The fee which is subject to the approval of the shareholders, shall be fixed in sum and not by a commission or on percentage of profits/turnover.

### **7.4 Board and Member Assessment**

The Board to undertake the annual assessment of effectiveness of the Board as a whole and individual member. The Board is required to carry out the assessments, at least once per financial year, in accordance with the structured assessment process established by the Board.

### **7.5 Access to Independent Professional Advises**

In discharging the Board's responsibilities, individual director and the Board are entitled to obtain independent professional advises at the expense of the Company.

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### **7.6 Supply of Information**

The directors are supplied with information on a timely basis. The Board Paper and relevant information shall be given to the directors by the Management no less than five (5) working days before the date of meeting in such manner and through communication medium that Board members are allowed sufficient time to review such Board Paper and relevant information in order to discharge their responsibilities effectively. They may request additional information or clarification from the Management shall the need arises. The Board has unrestricted access to any information pertaining to the Group. Members of the Board are regularly updated should there be any new statutory and regulatory requirements.

The Directors acknowledge that confidential information received in the course of exercise of the Board duties remains the property of the Group. It will not be disclosed unless either the Chairman of the Board has so authorised in writing or disclosure is required by law.

### **8. Independent Non-Executive Director**

#### **8.1 Independence of Independent Non-Executive Director**

The Board shall assess the independence of Independent Non-Executive Director on annual basis or when new interest or relationships develops. Independent Non-Executive Director is expected to advise the Board immediately if they believe that they may no longer be independent.

#### **8.2 Tenure of Independent Non-Executive Directors**

The tenure of an Independent Non-Executive Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, such Independent Non-Executive Director may continue to serve on the Board subject to the director's re-designation as a Non-Independent Non-Executive Director. Otherwise, the Board must justify and seek shareholders' approval in the event it retains as an Independent Non-Executive Director.

#### **8.3 Declaration by Independent Directors**

Individual independent Non-Executive Director is required to submit to the Board for review a duly completed and endorsed "Declaration of Interest" Form by him/her in the following manner:

- 1) before his/her appointment as independent Non-Executive Director;
- 2) during his/her tenure of independent Non-Executive directorship, at least once annually at the request of the Board; and

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3) during his/her tenure of independent Non-Executive directorship, immediately upon the changes in the family relationship, directorship or interest of the Independent Non-Executive Director.

“Declaration of Interest” Form contains the following information:

- 1) family members of independent director;
- 2) independent director’s employment history for the past two (2) years;
- 3) independent director’s directorship in other entities for the past two (2) years;
- 4) independent director’s interest in the Company and other entities for the past two (2) years;
- 5) independent director’s tenure with the Company; and
- 6) Any other relationship or interest that the independent director is of the opinion that may jeopardise his independence and objectivity in the context of his independent directorship in the Company.

The Board shall, upon the receipt of the duly completed and endorsed “Declaration of Interest” Form from the independent Non-Executive Director, review the independence and objectivity of individual independent director and to establish whether such independent Non-Executive director is independent and objective to carry out his/her duties and responsibilities as an independent element in the Board.

Independent Non-Executive director shall be abstained from the review and discussion of his/her independency as independent Non-Executive Director for the Company.

### **8.4 Criteria to assess independence**

In determining the independence of independent Non-Executive Director, the Board will consider all relevant information, facts and circumstances in respect of such independent Non-Executive Director. When assessing independence, the Board should focus beyond the Independent Non-Executive Director’s background, economic and family relationships and consider whether the independent Non-Executive Director can continue to bring independent and objective judgment to board deliberations.

In assessing independence, the Board will take into consideration those relationships and interest may affect the independent status of a Director. For the purpose of the assessment, the Board shall establish and determine that the potential candidate for independent Non-Executive directorship or independent director is independent if he/she:

1. is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as “said Corporation”);
2. has not been within the last two (2) years acting as an officer (except as a non-executive director) of the said Corporation.

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For this purpose, “**officer**” is:

- a) any director, secretary or employee of the Said Corporation;
- b) a receiver and manager of any part of the undertaking of the said Corporation appointed under a power contained in any instrument; or
- c) any liquidator of a company appointed in a voluntary winding up;

but does not include—

- a) any receiver who is not also a manager;
- b) any receiver and manager appointed by the Court; or
- c) any liquidator appointed by the Court or by the creditors;

3. is not a major shareholder of the said Corporation;

For this purpose, “major shareholder” means a person who has an interest of 10% or more of the total number of all the voting shares in the said Corporation.

4. is not a family member of any executive director, officer or major shareholder of the said Corporation;

For this purpose, “family member” means spouse, parent, child including adopted and step child, brother, sister or spouse of the child, brother or sister.

5. is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;

For this purpose, “nominee” means a person who has been designated to act for another in his or her place. It denotes a person who is accustomed, or is under an obligation, whether formal or informal to act in accordance with the directions, instructions or wishes of another person.

However, a nominee or representative of major shareholders who fulfils all requirements of the definition of “independent director” except for this criteria may be considered as an “independent director” if:-

- a) the major shareholder’s aggregate shareholding in the said Corporation, directly or indirectly, is not more than 15% of the issued and paid-up capital (excluding treasury shares) of the said Corporation;
- b) the major shareholder is not deemed to be a promoter of the said Corporation; and
- c) the major shareholder is either –
  - i. a statutory institution who is managing funds belonging to the general public; or
  - ii. an entity established as a collective investment scheme, such as closed-end funds, unit trusts or investment funds (but excluding investment holding companies).

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- 6.
- a) has not been personally provided professional advisory services to the said Corporation within the last 2 years; or
  - b) is not presently a partner, director (except as an independent director) or major shareholder, of a firm or corporation ("Entity") which has provided professional advisory services to the said Corporation within the last 2 years

and the consideration in aggregate is more than 5% of his/her or the Entity's gross revenue on a consolidated basis (where applicable) for the last 2 years or RM1 million, whichever is the higher.

- 7.
- a) has not been engaged personally in transactions with the said Corporation (other than for board service as a non-executive director) within the last 2 years; or
  - b) is not presently a partner, director, a major shareholder, of an Entity (other than subsidiaries of the Company) which has engaged in transactions with the said Corporation within the last 2 years

and the consideration in aggregate is more than 5% of his/her or the Entity's gross revenue on a consolidated basis (where applicable) for the last 2 years or RM1 million, whichever is the higher.

However, "transactions" stated above excludes transactions –

- (a) on normal commercial terms entered into between the said Corporation and he/she or between the said Corporation and an Entity where he/she is also a director, major shareholder or partner –
  - (i) for his/her personal use; or
  - (ii) for his/her personal investment but not for the purpose of carrying on a trade or business;
- (b) on normal commercial terms entered into between the said Corporation and an Entity where he/she is also a director (and not a major shareholder) but is not involved in the said transactions;
- (c) for the following goods and services, provided that they are sold or rendered based on a non-negotiable fixed price or rate, which is published or publicly quoted and the material terms including the prices or charges are applied consistently to all customers or classes of customers:
  - (i) provision or usage of public utility services such as water, electricity and telecommunications and data, postal or courier services, services by licensed institutions as defined under the Banking and Financial Institutions Act 1989 (other than professional advisory services which are subject to paragraph 6 above), insurance, unit trusts, stockbroking services, public transport, education, medical services, provision or

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- usage of tolled highways, hotel facilities and recreational services, provision or consumption of fuel on retail or food and beverage at eateries, provision or purchase of goods at retail outlets such as supermarkets, hypermarkets or departmental stores; and
- (ii) such other types of goods or services that may be prescribed by the Bursa Securities Malaysia Berhad through LEAP Market Listing Requirement from time to time.

### **8.5 The Tenure of an Independent Non-Executive Director**

The tenure of an independent Non-Executive director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, such independent Non-Executive director may continue to serve on the Board subject to such director's re-designation as a non-independent Non-Executive director.

However, if the Board is unable to identify suitable candidate with the required and relevant knowledge, skill and experience contributed by such Independent Non-Executive Director at reasonable cost and fees, such Independent Non-Executive Director shall only remained as Independent Director if:

- 1) The independence assessment conducted by the Board (with such independent Non-Executive Director being abstained from the deliberation if he/she is a member) based on the above procedure and criteria on such Independent Non-Executive Director determines that the independence of such Independent Non-Executive Director is preserved and is not deteriorated in any manner due to passage of time and relationship with the Management; and
- 2) The continuing of such director as independent non-Executive director is recommended by the Board, based on the independence assessment conducted with the results of the independent assessment being disclosed in the notice to such general meeting, to the shareholders for ratification to continue to act as independent Non-Executive Director in a general meeting and the ordinary resolution for such agenda is ratified by the shareholders during such general meeting.

If the Board intends to retain the Independent Non-Executive director after the twelfth (12) year, the Board should seek annual shareholders' approval through a two-tier voting process.

### **9. Relationship of the Board with the Management**

Board members should be given unrestricted access to the Group's management and to the information pertaining to the Group.

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### **10. Delegation of Authorities**

All Board's authorities conferred on the Management is delegated through the Authority Limit Matrix reviewed by the Non-Executive Director and approved by the Board. It is important to note the authority and accountability of the Management is considered to be the authority and accountability of Chief Executive Officer so far as the Board is concerned.

### **11. Relationship with Stakeholders**

The Board shall ensure effective communication of the information on operations, activities and performance of the Group to the Shareholders and other stakeholders via the following channel:

- a. The Audited Financial Statement
- b. Announcement made to Bursa Malaysia; and
- c. Company website and Social Media;
  - Contains information of the company such as products and activities.

The Board take responsibility to present a balanced, clear and meaningful report on the Group's financial positions and business prospects to its shareholders, investors and the regulatory authorities via timely release of half yearly reports and regular announcements on material business matters.

The Company's website provides all relevant information on the Company and is accessible by the public. The Investor Relations section enhances the Investor Relations function by including all announcements made by the Company, annual reports as well as the corporate and governance structure of the Company.

In ensuring equal and fair access to information, the announcement of the quarterly financial results is also made via Bursa LINK immediately after the approval by the appropriate authority level based on the formal Corporate Disclosure Policy.

Another key avenue of communication with its shareholders is the Company's Annual General Meeting, which provides a useful forum for shareholders to engage directly with the Company's Directors. During the general meeting, shareholders are at liberty to raise questions or seek clarification on the agenda items of the general meeting from the Company's Directors.

### **12. Code of Conduct**

The Board, in discharging its role, is guided by the Code of Conduct ("the Code") approved by the Board. The Code requires Directors and the company employees to observe high ethical business standards, honesty and integrity. Directors are required to apply these values to all aspects of the Company's businesses and act in good faith in the best interests of the Company and its stakeholders.

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### **13. Review of The Charter**

The Board Charter would 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. Subsequent amendment to the charter can only be approved by the board.

*Reviewed on 23 August 2024*