



ICT ZONE ASIA BERHAD

Registration No. 201901003459 (1312785-X)
(Incorporated In Malaysia)

BOARD CHARTER

1.0 OVERVIEW

The Board Charter ("**Charter**") is a charter of the Board of Directors of ICT Zone Asia Berhad ("**ICT Zone Asia**" or "**Company**") ("**Board**").

The Board is accountable to ICT Zone Asia's members for the corporate governance and performance of ICT Zone Asia and its subsidiaries (collectively known as "**ICT Zone Asia Group**" or the "**Group**") and is also committed to achieving the highest standards of business integrity, ethics and professionalism across the ICT Zone Asia Group's activities.

The Charter sets out the role, responsibilities, structure and processes of the Board to ensure that the Board's practices are consistent with and reflect the Board's commitment to best practices as prescribed in Corporate Governance.

This Charter further defines specific responsibilities of the Board, to enhance coordination and communication between the Board and management and more specifically, to clarify the accountability of both the Board and management for the benefit of the Group. In addition, it will assist the Board in the assessment of its performance and its directors.

2.0 BOARD STRUCTURE

2.1 Board Composition and Balance

The Board recognises the importance of independence and objectivity in the decision-making process. As prescribed by ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**ACE LR**"), at least two (2) directors or one-third (1/3) of the Board members, whichever is higher, must be independent directors and 1 director is woman director. If the number of directors is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) shall be used to determine the requisite number of independent directors. The number of directors shall not be less than two (2) and not more than nine (9) as set out in the Company's Constitution.

To the extent where practicable, the Board should comprise at least half as independent directors. A board comprising a majority of independent directors allows more effective oversight of management.

The Board endeavours to keep its size at a reasonable level to ensure participation, involvement and effectiveness. The Board shall from time to time examine its size to determine the impact of its number upon its effectiveness.

The Board recognises the need for the composition to reflect a range of skill mixes and expertise. High levels of professional skills and appropriate personal qualities are prerequisites for directorships. Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, the ability to ask probing operationally



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related questions, high ethical standards, sound practical sense, and total commitment to furthering the interests of shareholders and the achievement of the Group's goals.

2.2 The Board

The Board takes full responsibility for the performance of the Group and guides the Group towards achieving its short and long-term objectives, setting corporate strategies for growth and new business development while providing advice and direction to the management to enable the Group to achieve its corporate goals and objectives.

A director shall at all times exercise his powers for a proper purpose and in good faith in the best interest of the Group and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Group.

A director shall approach Board meetings with a critical, unbiased, and self-reliant outlook. They are expected to listen attentively to discussions on each issue, evaluate the arguments for and against each motion, and exercise their professional judgment to make decisions that they genuinely believe are in the Group's best interests. Directors shall at all times avoid conflicts of interest and shall, as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the directors of the Company. Every director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Companies Act 2016 ("**Act**").

2.3 Board Duties and Responsibilities

For effective discharge of their functions, the Board shall undertake, amongst others, the following duties and responsibilities:

- (a) To provide leadership and oversee the overall conduct of the Group's businesses to ensure that the businesses are being properly managed;
- (b) To review and adopt strategic plans for the Group and to ensure that such strategic plans and the risk, performance and sustainability thereon are effectively integrated and appropriately balanced. The Board shall also oversee the Group's sustainability strategy and ensure that environmental, social and governance ("ESG") considerations are appropriately integrated into the Group's business strategy, risk management framework and decision-making processes;
- (c) To review and adopt corporate governance best practices in relation to risk management, legal and compliance management and internal control systems to safeguard the Group's reputation, and the employees and assets and to ensure compliance with applicable laws and regulations;



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- (d) To ensure that the Company has effective Board committees as required by the applicable laws, regulations, rules, directives and guidelines and as recommended by the Malaysian Code on Corporate Governance (“MCCG”);
- (e) To review and approve the annual business plans, financial statements and annual reports;
- (f) To monitor the relationship between the Group and the management, shareholders and stakeholders, and to develop and implement an investor relations programme or shareholders’ communications policy for the Group;
- (g) To appoint the Board committees, to delegate powers to such committees, to review the composition, performance and effectiveness of such committees, and to review the reports prepared by the Board committees and deliberate on the recommendations thereon; and
- (h) To oversee compliance with applicable data protection laws and regulations, and ensure that appropriate governance measures, policies and controls are established and maintained to safeguard personal data, confidential information and information assets of the Group.

Having recognised the importance of an effective and dynamic Board, the Board members are guided by the area of responsibilities as outlined:

- (a) Review and approve the annual corporate plan for the Group, which includes the overall corporate strategy, sustainability strategy, business development and marketing plan, human resources plan, financial plan, budget, regulatory plan and risk management plan;
- (b) Review and approve strategic initiatives including corporate business restructuring or streamlining and strategic alliances;
- (c) Oversee the conduct of the Group’s businesses to evaluate whether the businesses are being properly managed;
- (d) To ensure that the Group has appropriate corporate governance structures in place including standards of ethical behaviour and promoting a culture of corporate responsibility;
- (e) Identify the principal risks of the Group, determine and periodically review the Group’s risk appetite and risk tolerance levels, and ensure that appropriate systems, policies and controls are established and maintained to manage and monitor such risks, with Management operating within the risk parameters approved by the Board;
- (f) Approve the nomination, selection, succession policies, and remuneration packages for the Board members, Board Committee members, Nominee Directors on the functional Boards of the subsidiaries and the Principal Officers, and the annual manpower budget



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- for the Group, including managing succession planning, appointing, training, fixing the compensation of, and where appropriate replacing senior management or key management personnel;
- (g) Approve the appointment, resignation or removal of Company Secretaries of the Company;
 - (h) Develop and implement an “investor relations programme” or “shareholder communications policy” for the Group, where necessary;
 - (i) Review the adequacy and integrity of the Group’s internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines (including the securities laws, Act, and ACE LR);
 - (j) Review and approve the financial statements encompassing annual audited accounts and quarterly reports, dividend policy, credit facilities from financial institutions and guarantees;
 - (k) Review and approve the Audit and Risk Management Committee report and statement of risk management and internal control for the annual report;
 - (l) Prepare a corporate governance overview statement in compliance with the MCCG for the Annual Report;
 - (m) Review and approve investment policies and guidelines for the Company’s surplus funds, asset allocation policy and policy on exposure limits on investment with banking institutions;
 - (n) Review and approve the capital expenditure, purchase of fixed assets, operating expenditure, variation order and any other matters following the authority limits document;
 - (o) Approve the appointment of external auditors and fix their related audit fees; and
 - (p) Initiate a Board self-evaluation program and follow-up action to deal with issues arising and arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate.

The Board is also mindful of the importance of building a sustainable business, and therefore takes into consideration the environmental, social and governance impact when developing the corporate strategy of the Group. The Board also ensures that the Company participates and undertakes activities related to corporate social responsibility.



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2.4 Matters Reserved for the Board

To ensure that the direction and control of the Group are firmly in its hands, the matters reserved for the Board's decision are as follows:

- (a) approval of corporate plans and programmes;
- (b) approval of annual budgets, including major capital commitments;
- (c) approval of new ventures;
- (d) approval of material acquisitions and disposals of undertakings and properties; and
- (e) changes to the management and control structure within the Company and its subsidiaries, including key policies and delegated authority limits.

2.5 Authority of the Board

The Board derives its authority to act from the Constitution of the Company and the laws, rules and regulations governing companies in Malaysia.

The directors may exercise their authority and perform their duties on behalf of the Company to manage the Company within the scope and jurisdiction of the Constitution of the Company.

The Board is the ultimate decision-maker of the Company, except for matters requiring the approval of shareholders. The Board sets the strategic direction and vision of the Company with the express assistance of senior management of the Company. The Board is fully responsible for its duties of leading, governing, and monitoring the performance of the Company and ensuring management is able to execute its functions effectively.

2.6 Separation of Functions between the Chairman of the Board and Managing Director and Chief Executive Officer ("MDCEO")

The Board shall be under the leadership of the chairman, who is elected by the Board. The chairman and the MDCEO shall be two separate persons to ensure separation of power. This is to ensure that the roles and responsibilities are separate and distinct.

If the positions of chairman of the Board and MDCEO are held by the same person or a majority of independent Directors were not met, the Company shall give an explanation and justification in the Annual Report of the Company.

The chairman of the Board should not be a member of the Audit and Risk Management Committee, Nominating Committee or Remuneration Committee in line with the recommendation of the MCCG.



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2.7 Role of the Chairman of the Board

The chairman is elected by the Board and will preside at all Board meetings and general meetings of the Company. The chairman of the Board will ensure that procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted.

The chairman of the Board carries out a leadership role in the conduct of the Board and the primary responsibilities of the chairman are, amongst others, as follows:

- (a) To lead the Board and to ensure the effectiveness of all aspects of the Board's role;
- (b) To ensure the efficient organisation and conduct of the Board's function and meetings;
- (c) To facilitate the effective contribution of all Directors at Board meetings;
- (d) To promote constructive and respectful relations among directors, and between the Board and management;
- (e) To ensure effective communication with shareholders and relevant stakeholders; and
- (f) To lead the Board in the adoption and implementation of good corporate governance practices.

2.8 Role of Managing Director

The Managing Director (“MD”) holds the primary executive responsibility for the Group's business performance and manages the Group following the strategies and policies approved by the Board.

He is responsible for the day-to-day operations of the Group, within the authorities as delegated by the Board. The primary job tasks for the MD, amongst others, are as follows:

- (a) focuses on the business and leads the senior management of the Company in making and implementing the day-to-day decisions on the business operations, managing resources and risks in pursuing the corporate objectives of the Group;
- (b) to develop and implement corporate strategies for the Group;
- (c) to ensure the efficiency and effectiveness of the Group's operations;
- (d) to assess the business opportunities which have potential benefit to the Group;
- (e) to bring material and other relevant matters to the attention of the Board in an accurate and timely manner; and



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- (f) to carry out other duties and responsibilities as may be delegated by the Board.

The MD shall be a Board member and have the capacity to appoint members of the Company management or appropriate personnel to join the Board as executive directors.

In the absence of the MD, any of the executive directors who are fully acquainted with the running of the Company's day-to-day affairs shall be the person directly responsible for the overall running of the Company.

2.9 Role of the Executive Directors

The executive directors are involved in leadership roles overseeing the day-to-day operations and management within their specific areas of expertise or assigned responsibilities. They are also responsible for the implementation of strategic plans and policies set by the Board and for assisting MD in discharging his duties. They represent the Company at the highest level and are decision-makers on matters within their scope. They frequently liaise with the MD and with each other to lead the management in driving the Company and the Group forward.

2.10 Role of the Independent Directors

The independent directors are non-executive directors of the Company and the Group. They are independent from the management and free from any significant business or other relationship with the Company and the Group. Hence, they are able to provide an unfettered and unbiased independent judgement and to promote good corporate governance in their role as independent directors.

Their various roles in the Board committees also contribute towards the enhancement of corporate governance and controls within the Group.

The Board has adopted a definition of independence, setting out the interests and relationships to be considered by the Board in assessing the independence of each director in accordance with Rule 1.01 of the ACE LR.

The role of the independent director is to constructively challenge and help develop proposals on strategy including, inter alia:

- (a) to make an independent assessment of the information, reports or statements, having regard to the directors' knowledge, experience and competence, to provide an independent view and demonstrate objectivity in reviewing and challenging the management's proposals at meetings;
- (b) to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing professional development, so as to keep abreast of industry issues, market development and trends, and enable them to sustain their active participation in board deliberations; and



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- (c) to act as a channel of communication between management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

2.11 Board Committees

Board committees will be formed only when necessary to facilitate efficient decision-making.

Board committees will observe the same rules of conduct and procedure as the Board unless the Board determines otherwise in a separate terms of reference. Board committees will only speak or act for the Board when so authorised.

The Board has established the following Board committees, each with clearly defined terms of reference also detailing the Board committees' authorities, roles and responsibilities in order to enhance business and corporate efficiency and effectiveness:

- (a) Audit and Risk Management Committee;
- (b) Remuneration Committee; and
- (c) Nominating Committee.

Each committee will have Board-approved terms of reference. Meeting minutes and a list of recommendations will be prepared and sent to all Directors within the specified time, for discussion at the next Board meeting.

The chairman of the relevant Board committees will report to the Board on the key issues deliberated by the Board committees at the Board meetings.

2.12 Tenure of Directors

Pursuant to the Company's Constitution, one-third (1/3) of the directors for the time being, or, if their number is not three (3) or a multiple of three, the number nearest to one-third (1/3) shall retire from office, and an election of directors shall take place at each annual general meeting of the Company. Each director shall retire once every three (3) years but shall be eligible for re-election.

The directors to retire every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire (unless they otherwise agree among themselves) be determined by lot.

Any director appointed by the Board during the financial year shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.



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The tenure of the executive directors is tied to their executive office.

The independence of each director is reviewed at least annually, and individual directors do not participate in assessing their independence.

The tenure of an independent director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the independent director may continue to serve the Board subject to the director being re-designated as a non-independent non-executive director. In the event the director is to remain an independent director after nine (9) years, the Board shall provide justifications and obtain shareholders' approval through a two-tier voting process in accordance with the recommendations of the MCCG.

Two-tier Voting Process

- (a) Shareholders' votes will be cast in the following manner at the same shareholders meeting:
 - (i) Tier 1: Only large shareholder(s) of the company votes; and
 - (ii) Tier 2: Shareholders other than large shareholders votes.
- (b) The resolution was determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one large shareholder, a simple majority of votes determine the outcome of the Tier 1 vote.
- (c) The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution. However, the resolution is deemed to be defeated when the vote between the two tiers differs or when Tier 1 voter(s) abstained from voting.
- (d) "Large shareholder(s)" refers to a person who:
 - (i) Is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in company;
 - (ii) Is the largest shareholder of voting shares in the company;
 - (iii) has the power to appoint or cause to be appointed a majority of the directors of the company; or
 - (iv) has the power to make or cause to be made, decisions in respect of the business or administration of the company, and to give effect to such decisions or cause them to be given effect to.

The tenure limit for independent directors will be limited to a cumulative term of 12 years.



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3.0 BOARDROOM DIVERSITY POLICY

This policy pursues to record, more formally, the Company's policy on board diversity and recognise the recommendation of the MCGG.

The Board is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, ethnicity, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board.

The Board acknowledges the importance of promoting gender diversity, and the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge to strengthen the Board should be a priority. Thus, the Company does not set any specific target for female directors in the Gender Diversity Policy and will actively work towards having more female directors on the Board.

Selection of candidates will be based on a range of diverse perspectives, including but not limited to professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity and age) will be disclosed in the Company's Annual Report.

Scope & policies

The Board considers that the concept of diversity incorporates a number of different aspects, such as professional experiences, business experiences, skills, knowledge, gender, age, ethnicity and educational background.

(a) Board mix

The Board shall include a balanced composition of executive, non-executive and independent non-executive directors to promote a strong element of independence in the Board. The independent non-executive directors shall be of sufficient calibre and standing, for their views to carry weight.

(b) Skills and experience

The Board shall possess a balance of appropriate skills for the requirements of the business of the Company. The directors shall have a mix of financial, legal, management and other backgrounds which when working in synergy, could provide the Company with considerable experience in a wide range of activities.



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(c) Gender

The Board takes cognisance of the recommendation of the Malaysian government to have at least 30% of women as decision-makers in the corporate sector. The Company shall endeavour to increase female representation on the Board if appropriate candidates are available when Board vacancies arise.

(d) Ethnicity/nationality

The Company aspires to have a board of directors of different nationalities or ethnic backgrounds who can contribute their knowledge and understanding of the business, industry and environment.

(e) Age

The Board is fully committed to promoting age diversity, valuing the contribution of its members regardless of age, and seeks to eliminate age stereotyping and discrimination.

4.0 APPOINTMENT AND RE-ELECTION

The Nominating Committee shall identify candidates with appropriate skills, experience, knowledge, and expertise to discharge its mandate effectively and maintain the necessary mix of expertise on the Board for the Board's approval. The Nominating Committee shall be guided by the Fit & Proper Policy during its review and assessment of candidates to be appointed to the Board as well as directors seeking election or re-election.

In making the recommendation to the Board, the Nominating Committee will consider the required mix of skills, experience, character, integrity, competence, time commitment and diversity, where appropriate, which the director brings to the Board.

New directors are expected to have the expertise to qualify them to make a positive contribution to the Board's performance and duties and to devote sufficient time and attention to the affairs of the Company.

The company secretary shall be responsible for ensuring that relevant procedures relating to the appointments of new directors are properly executed.

Upon appointment, new directors are provided with comprehensive information on the Group to enable them to gain a better understanding of the Group's strategies and operations, and hence allow them to effectively contribute to the Board.

In the event of any vacancy in the Board, resulting in non-compliance with the ACE LR, the Company must fill the vacancy within three (3) months.



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5.0 DISQUALIFICATION OR VACATION OF OFFICE

The office of directors shall ipso facto become vacant if the director:

- (a) if he ceases to be a Director by virtue of the Act;
- (b) if (not being the managing or deputy or assistant MD holding office as such for a fixed term) he resigns his office by notice in writing under his hand sent to or left at the office;
- (c) if he is absent from more than fifty per cent (50%) of the total Board meetings held during a financial year, unless approval is sought and obtained from the Bursa Securities;
- (d) if he is removed from his office of director by resolution of the Company in a general meeting of which special notice has been given;
- (e) if he becomes of unsound mind or a person whose person or estate is liable to be dealt with any way under the Mental Health Act 2001;
- (f) if he becomes prohibited or disqualified from being a director by reason of any order made under the provisions of the Act or the ACE LR or contravenes the Act.

Each Board member is expected to achieve at least 50% attendance of total Board meetings in any applicable financial year with appropriate leave of absence and be notified to the chairman and/or company secretaries, where applicable.

6.0 TIME COMMITMENT FOR ACCEPTING NEW DIRECTORSHIP

The Board members are required to notify the chairman before accepting any new directorship and to indicate the time expected to be spent on the new appointment. The directorships held by any Board member at any time shall not exceed five (5) listed corporations in Malaysia.

7.0 DIRECTORS' TRAINING

All newly appointed directors are required to complete the Mandatory Accreditation Programme required under the ACE LR.

The directors shall be regularly updated by the company secretary, the external auditors or the internal auditors on new statutory, corporate and regulatory developments relating to directors' duties and responsibilities or the discharge of their duties as directors of the Company.

The Board should continue to evaluate and determine the training needs of each director, particularly on relevant new laws and regulations and essential practices for effective corporate governance and risk management to enable the directors to effectively discharge their duties.



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8.0 COMPANY SECRETARY

The appointment and removal of the Company Secretary is a matter for the Board as a whole.

The Board recognises the fact that the company secretary should be suitably qualified, competent and capable of carrying out the duties required, and the Company Secretary shall be directly accountable to the Board for all matters pertaining to corporate governance.

The Company Secretary is responsible for advising Directors on their obligations in several key areas, including:

- (a) disclosing any interests in securities;
- (b) reporting any conflicts of interest in transactions involving the Company;
- (c) adhering to prohibitions on dealing in securities,
- (d) restricting the disclosure of price-sensitive information.]

The Company Secretary shall also:

- (a) Stay informed about current governance practices, monitor corporate governance developments, and advise the Board accordingly;
- (b) assist the Board in implementing governance practices that address both the Board's needs and stakeholders' expectations, and
- (c) manage the logistics required for Board and Board Committee meetings, attend and record minutes for all such meetings, and facilitate communication among Board members.

The office of the company secretary shall be vacated if the company secretary resigns by notice in writing to the Company left at the registered office of the Company. Where a company secretary gives notice of resignation to the directors, the company secretary shall cease to act as company secretary with immediate effect or on the date specified in such notice (as the case may be).

9.0 ACCESS TO ADVICE AND SERVICES OF THE COMPANY SECRETARY

Directors and the Board as a whole shall also have unlimited access to advice and services of the Company Secretary and may request information and documents relating to the Company from the Company Secretary to facilitate their work duties as directors.



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10.0 BOARD MEETINGS AND PROCEDURES

10.1 Board Meetings

- (a) The Board shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the chairman's discretion by giving seven (7) days prior notice of such meeting to the Board members.
- (b) The quorum of the Board meeting shall be two (2) and a meeting of Directors for the time being at which a quorum present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Constitution vested in or exercisable by the directors generally.
- (c) all Directors must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the Listing Requirements of Bursa Securities;
- (d) Proceedings of all meetings are minuted and signed by the chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board at the subsequent meeting.
- (e) Actions on all matters arising from any meeting are reported at the following meeting.
- (f) The Board may invite external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the Board meetings at the discretion of the Board.
- (g) Any director who has a direct or deemed interest in the subject matter to be deliberated shall abstain from deliberation and voting on the same during the meeting.
- (h) In the event the elected chairman is not able to attend a meeting, a member of the Board shall be nominated as chairman for the meeting. The nominated chairman shall be an independent non-executive director.
- (i) The Board meeting may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- (j) A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the directors present in Malaysia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Board. The resolutions are to be recorded in the Company's minutes book and kept by the company secretary.



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10.2 Notices of Meetings

- (a) 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 no later than seven (7) days before the date of the meeting.
- (b) As a best practice and to allow ample time for directors to study and evaluate the matters to be discussed and subsequently make effective decisions, the Board papers and agenda items shall be circulated at least seven (7) days before the meeting.

10.3 Decision Making Process

A decision by the Board requires the majority of the votes cast by the Board members who take part in the processing of an issue. In the event of an equality of votes, the chairman of the Board shall have the casting one.

11.0 INDEPENDENT PROFESSIONAL ADVICE

In discharging the directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.

Where such advice is considered necessary for the discharging of his duties and responsibilities as director and, for the benefit of the Company, such director shall first discuss it with the chairman and, having done so, shall be free to proceed, where appropriate.

Subject to the prior approval of the chairman/ Board, the cost of the advice will be reimbursed by the Company, but the director will ensure, so far as is practicable, that the cost is reasonable.

12.0 ACCESS TO INFORMATION

The Board should have access to all information of the Company and advice/services of the company secretary and senior management staff in the Group promptly for the discharge of its duties effectively.

The Board may whether as a full Board or in their individual capacity, seek independent professional advice, including the internal and external auditors, at the Company's expense to enable the directors to discharge their duties with adequate knowledge on the matters being deliberated.

The Board acknowledges that confidential information received during the exercise of the Board duties remains the property of the Group, whether it relates to the Group or another entity. It will not be disclosed unless either the chairman of the Board has been authorised in writing or disclosure is required by law.



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13.0 DIRECTORS' REMUNERATION

The Board will consider adopting a remuneration policy based on the philosophy of prioritizing performance-related bonuses. The performance of directors is measured by the directors' contribution and commitment to both the Board and the Company. The executive directors' remuneration will depend on the performance of the Group and shall be subject to ordinary resolution of the shareholders.

In the case of non-executive directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the non-executive director.

The Board will determine the level of remuneration for each Board member, taking into consideration the recommendations of the Remuneration Committee.

The directors shall be paid all their travelling and other expenses properly and necessarily expended by them in and about the business of the Company including their travelling and other expenses incurred in attending board meetings of the Company.

The Directors concerned shall abstain from voting or discussing their own remuneration.

14.0 CODE OF CONDUCT AND ETHICS

The directors are to maintain the highest degree of integrity and professionalism while at the same time promoting transparency and accountability in their actions.

The Company has in place a "*Code of Conduct and Ethics*", which is formulated to enhance the standard of corporate governance and behaviour through:

- (a) Establishing standards of ethical conduct for directors based on acceptable beliefs and values;
- (b) Upholding the spirit of social responsibility and accountability in line with the legislations, regulations and guidelines governing the Group; and
- (c) Documenting and emphasising to the directors, the integral obligation of each director in performing his/her duty, to act in a manner that is lawful, honest, ethical and free from any conflict of interest or perceived conflict of interest.

The Board shall provide and communicate the Code of Conduct and Ethics for Directors, as well as the Code of Conduct for all employees, to every Director and employee upon their appointment or employment.



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15.0 WHISTLE BLOWING POLICY

The Company has in place a “*Whistle Blowing Policy*” to manage improper conduct on the part of the directors, if any. This policy covers areas from lodging of reports to investigation and corrective actions that are required to be taken.

The Company mandates that employees report any genuine concerns about financial reporting irregularities, compliance breaches, suspected violations of its Code of Conduct or Anti-Bribery and Anti-Corruption Policy, and any other improper conduct or malpractices within the Group (i.e., whistleblowing) through designated and secure channels.

Director’s improper conduct is generally described as any conduct by a director which, if proven, constitutes a criminal offence or any conduct that constitutes wrongdoing or malpractice and may include any of the following:

- (a) The breach of any law, regulation or rule that is applicable to the Company. For example, a breach of insider trading laws;
- (b) Any criminal act, including criminal breach of trust, extortion and sabotage;
- (c) Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company’s financial statements;
- (d) Any other action that would cause significant harm to the Company or to any person(s); and
- (e) The deliberate concealment of information concerning any of the matters listed above.

The Board has overall responsibility for this policy and shall oversee its implementation.

16.0 ANTI-BRIBERY AND CORRUPTION POLICY

The Company has in place an “*Anti-Bribery and Corruption Policy*” which sets out the Group’s commitment to conducting business with integrity and in compliance with all applicable anti-bribery and anti-corruption laws.

The Board shall oversee the implementation and effectiveness of the Group’s Anti-Bribery and Anti-Corruption framework, promote a culture of integrity and zero tolerance towards bribery and corruption, ensure that adequate procedures are established and maintained to prevent bribery and corruption, and periodically review the effectiveness of the framework to ensure its continued relevance and compliance with applicable laws and regulatory requirements.

17.0 RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

The Board will maintain an effective communications policy that enables both the Board and management to communicate effectively with shareholders and the general public.



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The Board will ensure that the general meetings of the Company are conducted in an efficient manner and serve as a mode of shareholders' communication. These include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the general meetings.

The methods of communication engaged by the Company are, amongst others, as follows:

- (a) timely announcements and disclosures made to Bursa Securities; and
- (b) the Company's website, <https://ictzone.asia/> which provides easy access to the corporate information pertaining to the Group and its activities, which is updated as and when necessary.

The chairman encourages active participation of the shareholders during general meetings and provides reasonable time for discussion at general meetings.

The Annual General Meeting ("AGM") is the principal forum for communication with shareholders. The notices of the AGM and annual reports are sent out to shareholders at least twenty-eight (28) days before the date of AGM.

18.0 ACCOUNTABILITY AND AUDIT

18.1 FINANCIAL REPORTING

The Board aims to present a clear and balanced assessment of the Group's financial position and prospects that extends to price-sensitive information and the annual and quarterly reports.

The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group in accordance with the Malaysian Financial Reporting Standards, Financial Reporting Standards and provisions of the Companies Act, 2016. The Audit and Risk Management Committee plays an important role in ensuring the Company's financial statement is a reliable source of financial information and ensures compliance with the applicable financial reporting standards before recommending the Company's financial statements to the Board.

18.2 EXTERNAL AUDITORS

The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the external auditors through the Audit and Risk Management Committee.

The Audit and Risk Management Committee also reviews the scope and results of the audit, its cost effectiveness, and the independence and objectivity of the external auditors of the Company. The Audit and Risk Management Committee ensures that the external auditors do not supply a substantial volume of non-audit services to the Company.



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Appointment of the external auditors is subject to the approval of shareholders at a general meeting. The external auditors have to retire during the AGM every year and be subject to reappointment by the shareholders of the Company for the ensuing year.

19. CONFIDENTIALITY AND DISCLOSURE OF INTENT

The directors are required to act in the best interest of the Company. The directors also have a duty of confidentiality to the Company's confidential information.

A director should disclose to the Board:

- (a) Any material personal interest they have in matters which relate to the affairs of the Company; and
- (b) Any other interest (direct or indirect) that the director believes is appropriate to disclose to avoid any conflict of interest or the perception of a conflict of interest.

The disclosure should be made as soon as possible after the director becomes aware of their interest. Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made, or the meeting held following the disclosure.

Where a potential conflict arises in any transaction involving any director's interest, such director shall abstain from discussion and the decision-making process.

20. REVIEW OF BOARD CHARTER

Where necessary, the board charter will be reviewed and updated by the Board to ensure its relevance in assisting the Board to discharge its duties with the changes in the corporate laws and regulations that may arise from time to time and to remain consistent with the Board's objectives and responsibilities.

21. APPROVAL AND IMPLEMENTATION

This Policy was approved by the Board of Directors of ICT Zone Asia on 4 June 2024 and the revision was subsequently approved on 23 June 2026.

END.