

Board Charter

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Purpose

The purpose of this document is to set out the principles for the operation of the Board of Directors (“**Board**”) of Scicom (MSC) Berhad (“**Scicom**” or “**the Company**”) and its subsidiaries (“**the Group**”) and describes the functions of the Board and those functions delegated to Management of the Company.

Scope

This policy applies to the Board of Scicom (MSC) Berhad and its subsidiaries.

Definitions

Terms	Descriptions
AGM	Annual General Meeting
AC	Audit Committee
Board	Board of Directors of Scicom (MSC) Berhad
CEO	Chief Executive Officer
CFO	Chief Financial Officer
COO	Chief Operation Officer
EGM	Extraordinary General Meeting
MCCG	Malaysian Code on Corporate Governance
MMLR	Main Market Listing Requirements of Bursa Malaysia Securities Berhad
NRC	Nominating and Remuneration Committee
SMT	Senior Management Team
RSC	Risk and Sustainability Committee
The Board	Board of Directors of Scicom (MSC) Berhad

Policy

The Board has primary responsibility to shareholders for the welfare of the Company. The Board is responsible for guiding and monitoring the business and the affairs of the Company. The Company recognises the importance of the Board in providing a sound base for good corporate governance in the operations of the Company.

This Board Charter incorporates the Principles and Practices of the Malaysian Code on Corporate Governance (“**MCCG**”), as considered appropriate, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**MMLR**”) on corporate governance, certain aspects of the Company’s Constitution and relevant portions of the Companies Act 2016 insofar as the duties and responsibilities of Directors are concerned.

This Board Charter is established to promote high standards of corporate governance and is designed to provide guidance and clarity for Directors and management with regard to the role of the Board and its committees. This Board Charter does not overrule or pre-empt the statutory requirements and other relevant statutes. This Board Charter shall form an integral part of each Director’s duties and responsibilities.

1. Composition of the Board

- 1.1 The Board shall be of a size and composition with the benefit of diversity in perspectives, competencies, extensive experience, knowledge and skills to understand properly and deal with the current and emerging issues of the business of the Company. Thus, the Board acknowledges the importance to promote diversity on the Board, which includes gender diversity.
- 1.2 The Chairman of the Board shall not be a member of Audit Committee (“**AC**”), Risk and Sustainability Committee (“**RSC**”) and Nominating and Remuneration Committee (“**NRC**”).
- 1.3 At least half of the Board shall compose of Independent Directors who shall provide independent judgment, experience and objectivity without being subordinated to operational considerations.
- 1.4 The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority. The position of Chairman and the CEO are separated and clearly defined.
- 1.5 A Director shall inform the Board’s Chairman before he/she accepts any new directorships. Each Board member must not hold more than five (5) directorships in corporation listed on Bursa Malaysia Securities Berhad.
- 1.6 The Board shall obtain time commitment from newly appointed Directors at the time of appointment. The Board should consider the existing board positions held by a Director, including on boards of non-listed companies. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

2. Appointments

- 2.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the NRC via a customised questionnaire and fit and proper considerations. Further, in identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing Board members, Management or major shareholders. The Board utilises a variety of independent sources to identify suitably qualified candidates.
- 2.2 Without limiting the generality of the foregoing, the qualifications for Board membership are:
 - (a) the ability to make informed business decisions and recommendations.
 - (b) an entrepreneurial talent for contributing to the creation of shareholders’ value.
 - (c) sufficient available time to be able to fulfil his or her responsibilities as a member of the Board and any of the Committees to which he or she may be appointed.
 - (d) total commitment to furthering the interests of shareholders and the achievement of the Company’s goals.
- 2.3 The Board shall undertake an assessment of the independence of its Independent Directors annually.
- 2.4 The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine-year period, an Independent Director may continue to serve on

the Board subject to the Director's re-designation as Non-Independent Director. The Board may, in exceptional cases and subject to the assessment of the NRC on an annual basis, recommend an Independent Director who has served for a consecutive or cumulative term of nine (9) years to remain as an Independent Director subject to valid justification and shareholders' approval through a two-tier voting process.

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- 2.5 However, the tenure of an Independent Director in the Company or any related corporation of the Company shall not exceed a cumulative period of twelve (12) years from the date of his first appointment as an Independent Director.
 - 2.6 Should the Board decide to appoint an Independent Director who had served as an Independent Director of the Company or any related corporation for more than twelve (12) years before and had observed the requisite 3-year cooling off period, the Board shall provide a statement justifying the nomination of the said Independent Director and explaining why there is no other eligible candidate in the notice of a general meeting.
 - 2.7 The tenure of the Executive Directors is tied to their executive office.
 - 2.8 All Directors shall be subjected to retirement by rotation and be eligible to offer themselves for re-election. The NRC Committee is entrusted by the Board to appraise the retiring Directors to ensure they have the appropriate skills, experience, knowledge, expertise and time commitment, via a customised questionnaire and fit and proper considerations, before recommending to the Board.

3. Role of the Board

- 3.1 The Board is charged with leading and overseeing the Group in an effective and responsible manner. Each Director has a legal duty to act in good faith, to use reasonable care, skill and diligence and to act in the best interest of the Group. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Group are managed. The Board sets the Group's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.
- 3.2 The Board is fully committed to developing and maintaining high standards of corporate governance by implementing the prescriptions of the principles and best practices stated in the MCCG. Good governance holds management accountable to the Board and the Board accountable to the owners and other stakeholders. The Board's fundamental approach in this regard is to ensure that the right executive leadership, strategy and internal controls for risk management are well in place.
- 3.3 The principal duties and responsibilities of the Board including those adopted from the MCCG are:
 - a) together with SMT, promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour.
 - b) review, challenge and decide on Management's proposals for the Company, and monitor its implementation by Management.

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- c) ensure that the risk management, strategic plan and direction of the Company supports long-term value creation and includes strategies on economic, environmental, social and governance considerations underpinning sustainability.
- d) supervise and assess the conduct and performance of the Management to determine whether the business is being properly managed.
- e) ensure there is a sound framework for internal controls and risk management.
- f) understand the principal risks of the Company's business and recognise that business decisions involve the taking of appropriate risks.
- g) 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.
- h) ensure that SMT has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and SMT.
- i) ensure that the Company has in place procedures to enable effective communication with stakeholders.
- j) ensure that all its Directors are able to understand financial statements and form a view on the information presented.
- k) ensure the integrity of the Company's financial and non-financial reporting.

3.4 In overseeing the conduct of the Group's business, the Board shall ensure that an appropriate financial planning, operating and reporting framework as well as an embedded risk management framework is established. Elements under this combined framework include the business plan, the budget, financial statements, divisional strategic/performance reviews reports and risk management reports.

4. Formal Schedule of Matters Reserved for the Board's Decision

The Board reserves full decision-making powers on the following matters:

- Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions.
- Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures.
- Strategic investments, mergers and acquisitions and corporate exercises.
- Limits of authority.
- Treasury policies.
- Risk management policies; and
- Key human resource issues.

5. Chairman and CEO

The Company aims to ensure a balance of power and authority between the Chairman and CEO with a clear division of responsibility between the running of the Board and the Company's business respectively. The positions of Chairman and CEO are separated and clearly defined.

5.1. Chairman

5.1.1 The Chairman is responsible for leadership of the Board in ensuring the effectiveness of all aspects of its role. The Chairman is responsible for:-

- a) leading the Board in the adoption and implementation of good corporate governance practices in the Company.
- b) leading the Board in setting the values and standards of the Group.
- c) the balance of membership, subject to Board and shareholders' approval.
- d) maintaining a relationship of trust with and between the executive and non-executive Directors.
- e) ensuring effective communication with shareholders and relevant stakeholders.
- f) facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors.

5.1.2 The Chairman is responsible for running the business of the Board to ensure that:

- all Directors are properly briefed on issues arising at Board meetings.
- sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion.
- the issues discussed are forward looking and focused on strategy.

5.1.3 The Chairman ensures that every Board resolution is put to vote to ensure the will of the majority prevails and any concern or dissenting views expressed by any Director on any matter deliberated at meetings of the Board are adequately addressed and duly recorded in the relevant minutes of meetings.

5.1.4 The Chairman ensures that Executive Directors look beyond their executive functions and accept their full share of responsibilities on governance.

5.1.5 The Chairman will have no casting vote if two (2) Directors form a quorum at a particular meeting, or if there are only two (2) Directors competent to vote on the question at issue.

5.2. CEO

5.2.1 The CEO is the conduit between the Board and the Management in ensuring the success of the Group's governance and management function.

5.2.2 The CEO, in association with the Chairman, is accountable to the Board for the achievement of the Group's mission, goals and objectives and the CEO is accountable to the Board for the observance of Management's limitations.

5.2.3 The CEO has the executive responsibility for the day-to-day operation of the Group's business.

5.2.4 The CEO implements the policies, strategies and decisions adopted by the Board.

5.2.5 All Board authorities conferred on the Management is delegated through the CEO and this will be considered as the CEO's authority and accountability as far as the Board is concerned.

5.2.6 Generally, the CEO is responsible to the Board for the following:

- a) executive management of the Group's business covering, inter alia, the development of a strategic plan; annual operating plan and budget; performance benchmarks to gauge against management performance and the analysis of management reports.
- b) effectively overseeing the human resources of the Group with respect to key positions in the Group's hierarchy.
- c) assuring that the Group's corporate identity, products and services are of high standards and are reflective of the market environment.
- d) be the official spokesman for the Company and responsible for regulatory, governmental and business relationships.
- e) coordinating business plans with the business heads, coordinating management issues through the Board, and overseeing divisional function groups and cost containment process in consultation with the Chief Operating Officer ("COO"), Chief Technology Officer ("CTO") and Chief Financial Officer ("CFO").
- f) regularly reviewing the heads of divisions and departments who are responsible for all functions contributing to the success of the Company.
- g) assessing business opportunities which are of potential benefit to the Company.
- h) ensuring the provision of accurate, timely and clear information to Directors.
- i) maintaining and facilitating a positive working environment and good employee relations.
- j) promoting a high degree of corporate governance and ethics across the Group.
- k) assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to Directors on a timely basis.

In discharging the above responsibilities, the CEO can delegate appropriate functions to the SMT, who shall report to the CEO.

6. Role of Independent Directors

- 6.1 Independent Directors are those who have no direct or indirect pecuniary interest in the Company other than the remuneration for their services as members of the Board of Directors and Board Committees of the Company and the Group as defined under Paragraph 1.01 of the MMLR.
- 6.2 The role of Independent Directors is to constructively challenge and help develop proposals on strategy include, inter alia:-

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

7. Role of Individual Directors

The principal roles and responsibilities of the Directors include, amongst others:

- To direct the management of the business and affairs of the Group;
- To attend substantially all the meetings of the Board and substantially all the meetings of each Committee on which the Director serves; and
- To review, before attending meetings of the Board or Committees, all materials provided by the Company relating to matters to be considered at the meetings.

8. Board Processes/Procedures

Board Meetings shall be conducted in a business-like manner where all Directors are encouraged to share their views and partake in discussions.

8.1. Board Meeting and Frequency

8.1.1 The Board shall meet regularly, at least on a quarterly basis. Special Board meetings shall be held in addition to the quarterly meetings as and when required. Prior notice of meetings will be given to all who are required to attend the meetings.

The quorum for Board meetings shall be two (2) members.

8.1.2 The Chairman of the Board, or in his absence, a Director from amongst the Board members appointed shall preside as Chairman of the meeting.

8.1.3 Board members are required to attend the Board meetings and attendance of each individual Director in the meetings held in a financial year is required to be disclosed in the Annual Report.

8.1.4 Other senior officers may be invited to attend for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises.

8.1.5 Additional formal business is dealt with as required, whether by physical, video conferencing or telephonic meetings, as well as other electronic meetings allowed under the laws or the Company's Constitution.

- 8.1.6 Non-Executive Directors are encouraged to meet among themselves without the presence of CEO and Executive Directors at least annually to discuss among others strategic, governance and operational issues.

8.2. Agenda

- 8.2.1 Reasonable notice shall be given in writing except in the case of an emergency.
- 8.2.2 The Chairman should set the board meeting agenda, and ensure adequate time is allocated for discussion of issues tabled to the Board for deliberation.
- 8.2.3 The agenda shall include, amongst others, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof in discharging its duties and responsibilities.

8.3. Meeting papers

- 8.3.1 Board papers and agenda items are to be circulated at least five (5) working days prior to the meeting.
- 8.3.2 The draft minutes shall be circulated together with the Board papers at the following Board meeting. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.

8.4. Access to Information and Independent Professional Advice

- 8.4.1 All Directors (executive and non-executive), with the consent of the CEO, have the same right of access to all information within the Group whether as a full board or in their individual capacity, in furtherance of their duties and responsibilities as Directors of the Company. All Directors are also accessible to SMT within the Group for information as and when required.
- 8.4.2 All Directors shall have access to the advice and services of the Company Secretary to enable them to discharge their duties effectively.
- 8.4.3 The full Board or in their individual capacity, in furtherance of their duties, shall be able to obtain an independent professional advice at the Company's expenses.

9. Company Secretary

- 9.1 All minutes of meetings of the Board shall be kept at the Registered Office and copies thereof shall be circulated to all members of the Board. Any request by Management/ other person(s) to inspect the minutes shall be subject to the approval of the Board. The appointment and removal of the Company Secretary is a matter for the Board as a whole.
- 9.2 The Company Secretary shall be suitably qualified, competent and capable of carrying out the duties required of the post.
- 9.3 The key roles and responsibilities of the Company Secretary shall include:
- provide unhindered advice and services for the Directors, as and when the need arises;

- enhance the effective functioning of the Board.
- ensure regulatory compliance.
- advise the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis.
- preparing agendas and coordinating the preparation of the Board papers in a timely and effective manner.
- ensuring that Board procedures and applicable rules are observed.
- maintaining records of the Board and ensure effective management of organisation's records.
- preparing comprehensive minutes to document Board proceedings and ensure conclusions are accurately recorded.
- ensure availability of information required by new directors for the proper discharge of their duties.
- providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time.

10. Board Committees

10.1 The Board reserves the right to establish Board Committees from time to time in the discharge of its duties and responsibilities.

10.2 Where a Board Committee is formed, specific terms of reference of the committee would be established to serve as a guidance note which covers matters such as the purpose, composition and functions of the committee.

10.3 The Board appoints the following Board Committees:-

a) **AC**

AC assists in providing oversight on the Group's financial reporting, disclosure, regulatory compliance, and monitoring of internal control processes within the Group. The AC reviews the quarterly financial results, unaudited and audited financial statements, internal and external audit reports as well as related party transactions.

b) **RSC**

The RSC assists and supports the Board's responsibility to oversee the Group's operations by providing oversight on the adequacy and effectiveness of risk management systems instituted within the Group, including the risk management framework, risk appetite and ongoing activities for identifying, evaluating, monitoring and mitigating risks and ensuring sustainability considerations are incorporated in the Group's businesses and strategies.

c) **NRC**

The NRC oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director as well as identify candidates to fill board vacancies, and nominating them for approval by the Board.

The NRC is also responsible for recommending to the Board the remuneration packages of Executive Directors, Non-Executive Directors and SMT in all its forms, drawing from outside advice if necessary.

The remuneration of Executive Directors shall be recommended by the NRC with the individual Director concerned abstaining from discussing his individual remuneration. The amount of remuneration payable shall be determined with reference to corporate and individual performance of Executive Directors.

The NRC is also responsible for the application of the SCKL/BOD/PL/017 Director's Fit and Proper Policy, for the new Director to be appointed on the Board as well as existing Director(s) who are seeking for re-election.

Although the Board has granted discretionary authority to these committees to deliberate and decide on certain operational matters as set out in their respective Terms of Reference, the ultimate responsibility for final decision on all matters lies with the Board.

11. Remuneration levels of Directors

- 11.1 The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors and SMT needed to run the Company successfully taking into consideration all relevant factors including the demands, complexities, performance of the Company as well as skills and experience required, but without paying more than necessary to achieve this goal.
- 11.2 The level of remuneration for the CEO and Executive Director and SMT is recommended by the NRC to the Board after giving due consideration to the compensation levels for comparable positions among other similar Malaysian public listed companies.
- 11.3 In fixing the remuneration to be paid to Directors who are not employees of the Group for serving on the Board and on Board Committees, the Board will consider the following:
- (a) The compensation that is paid to Directors of other companies which are comparable in size to the Group.
 - (b) The amount of time it is likely Directors will be required to devote in preparing for and attending meetings of the Board and the Committees on which they serve.
 - (c) The success of the Company (which may be reflected in compensation related to the price of the Company's shares).
 - (d) If a Board Committee on which a Director serves undertakes a special assignment, the importance of that special assignment to the Group and its shareholders.
 - (e) The risks involved in serving as a Director and a member of Board Committees.
- 11.4 Fees payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.

12. Accountability and Audit

12.1. Financial Reporting

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

- 12.1.2 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 approved accounting standards.

12.2. Company Auditors

- 12.2.1 The Board has established formal and transparent arrangement for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company's auditors through the AC.
- 12.2.2 The AC also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Company's auditors. The AC ensures that the Company's auditors do not supply a substantial volume of non-audit services to the Company and any practice that departs from this has to be disclosed in the AC Report.

12.3. Risk Management and Internal Controls

- 12.3.1 The Board has overall responsibility for maintaining a system of risk management and internal controls, which provides reasonable assurance of adequate risk management, effective and efficient operations and compliance with laws and regulations as well as with internal policies and procedures.
- 12.3.2 The Group Risk Department monitors key risk indicators, the conduct of risk assessments, and the implementation of controls to minimise potential threats to the Group's objectives, operations, and reputation. It works closely with stakeholders to identify, assess, and mitigate risks across various business functions in line with the Group's risk management framework. Additionally, the Management Committee on Sustainability is tasked to develop and oversee the implementation of the Group's sustainability strategy. This involves setting sustainability targets, monitoring performance against key indicators, integrating sustainability principles into operations, engaging stakeholders, ensuring compliance with regulations, and promoting a culture of sustainability throughout the Group. Regular reports and updates are provided to the RSC by the Chief Risk Officer and the Chairperson of the Management Committee on Sustainability.
- 12.3.3 The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The AC receives reports regarding the outcome of such reviews on a regular basis. The Head of Internal Audit (in-house) / outsourced internal auditors has direct access to the Board through the Chairman of the AC
- 12.3.4 The Board ensures the system of risk management and internal controls of the Company is reviewed on a regular basis by the RSC and AC respectively.

13. The Board's Relationship with Shareholders and Stakeholders

- 13.1 The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with its shareholders, stakeholders and the general public.
- 13.2 The Board shall ensure that the Company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.
- 13.3 The Board shall ensure shareholders have the information they require to make an informed decision on the appointment and re-appointment of a Director. The Board shall also provide a statement as to whether it supports the appointment or re-appointment of the candidate and the reasons.
- 13.4 It is the role of the Board to ensure that the Annual General Meeting ("**AGM**") and Extraordinary General Meeting ("**EGM**") of the Company are conducted in an efficient manner to support meaningful engagement between the Board, SMT and shareholders. Key ingredients behind this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM and EGM.
- 13.5 The Board will focus its efforts on the following best practices to enhance the effectiveness of the General Meeting:
- (a) ensure that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;
 - (b) for election of Directors, ensures that the notice of meeting state which Directors are standing for election with a brief description to include matters such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation in board committee and the fact that a particular Director is independent;
 - (c) ensure that the Chairman provides reasonable time for discussion at the meeting. Where appropriate and if required, the Chairman will also undertake to provide written answer to any significant question which cannot be answered immediately; and
 - (d) conduct a business presentation with a question and answer session, where appropriate and if required.
- 13.6 The CEO shall take responsibility for addressing queries from shareholders, stakeholders, analysts and press.
- 13.7 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- 13.8 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders and analysts with an overview of the Group's performance and operations in addition to the various announcements made during the year.
- 13.9 The Group's website, www.scicom-intl.com provides easy access to corporate information pertaining to the Group and its activities and is continuously updated.

14. Induction Process

- 14.1 The objective of the induction process is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast with development in the market place pertaining to the oversight function of Directors. This will enable the Directors to discharge their duties and responsibilities effectively.
- 14.2 Induction of Directors may include, but not limited to, the following:
- (a) furnishing of a copy of the previous board minutes for at least the past six (6) months; the business/strategic plan, pertinent Management reports; profile of key competitors and significant reports by management consultants on areas of board responsibilities.
 - (b) Scicom Group's code of conduct.
 - (c) visits to key sites.
 - (d) a formal one (1) to two (2) day induction programme, including the elements above, and also presentations from various divisions on their strengths, weaknesses and ambitions.

15. Conflict of Interest and Transaction involving Directors

- 15.1 The Company's Constitution stipulate that a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his interest in accordance with the provisions of the Companies Act 2016. The Director concerned shall not participate in deliberations and shall abstain himself from voting in any matter arising thereof.
- 15.2 Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or person(s) connected to a Director such as a spouse or other family members, or a related company, the Director involved shall make full disclosure and act honestly in the best interest of the Company.
- 15.3 Directors can be regarded as having a conflict of interest where the company or he or she is associated with derives an advantage from him/her being a director. A Director is required at all times to declare such conflict and if so required by the Board, to withdraw from any voting or deliberation of a matter in which the Director or member may have an interest.
- 15.4 For Director who is appointed by virtue of his/her position as a representative of a shareholder, must act in the best interest of the Group. In the event of any conflict between his/her duty to act in the best interest of the Group and his/her duty to his/her nominator, he/she must not subordinate his/her duty to act in the best interest of the Group to his/her nominator.

16. Directors' Training

- 16.1 Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Malaysia Securities Berhad. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors as well as technical matters, for example, financial reporting standards, tax, budgets, etc. The NRC shall decide on the continuous education training programme for Directors.

- 16.2 All trainings attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

17. Corporate Disclosures

- 17.1 The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as the Board Charter and Annual Report of the Company.
- 17.2 The Board appoints the CEO to speak on behalf of the Group and to manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements.
- 17.3 Non-Executive Directors with the possible exception of the Chairman to as far an extent as possible, shall avoid commenting on the Company to external audiences. This is to avoid confusion and to ensure that the Board speaks in one voice.

18. Review and Approval

This Charter shall be periodically reviewed and may be amended by the Board as it deems appropriate to ensure its relevance and effectiveness.