



KUMPULAN JETSON BERHAD

(Company No. 34134-H)

BOARD CHARTER

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1. PREAMBLE

The Directors of Kumpulan Jetson Berhad (“Jetson” or “the Company”) regard Corporate Governance as vitally important to the success of the Company's business and are unreservedly committed to applying the principles necessary to ensure that good governance is practised in all of its business dealings in respect of its shareholders and relevant stakeholders.

All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities; and responsible for the Company in achieving the highest level of business conduct. The Board is the focal point of the Company's Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the Company.

In this Board Charter, words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted and shall include all by-laws, instruments, orders rules and regulations.

2. PURPOSE

The purpose of this Board Charter is to regulate how business is to be conducted by the Board in accordance with the principles of good Corporate Governance. The Board Charter sets out the specific responsibilities to be discharged by the Board members collectively, and the individual roles expected from them.

3. OBJECTIVES

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and to ensure that the principles of good Corporate Governance are applied in all their dealings in respect, and on behalf, of the Company.

4. BOARD LEADERSHIP

- 4.1. There are 2 key tasks at the top of the Company, the running of the Board and the executive responsibility for the running of the Company's business. There should be a clear division of responsibilities at the head of the Company to ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.
- 4.2. The Board should provide leadership and vision to the Company in a way that will enhance shareholders value and ensure long-term sustainable development and growth of the Company.
- 4.3. The roles of Chairman and Managing Director (“MD”) are separate, with responsibilities divided between them.

4.4. The responsibilities of the Chairman, amongst others, are as follows:

- 4.4.1 To lead the Board and ensure its effectiveness of all aspect of its role;
- 4.4.2 To represent the Board to the shareholders and indirectly to the general public for Company's performance;
- 4.4.3 To ensure the integrity and effectiveness of the governance process of the Board;
- 4.4.4 The Chairman must ensure that the content and order of the agenda are appropriate and that the members of the Board have the relevant papers in good time. The Chairman must also ensure that the Board members are properly briefed on issues arising at Board meetings;
- 4.4.5 Maintaining regular dialogue with the MD over all operational matters and will consult with the remainder of the Board promptly over any matter that gives him or her cause for major concern;
- 4.4.6 Act as facilitator at meetings of the Board to ensure that no member, whether executive or non-executive, dominates discussion, that appropriate discussion takes place and that relevant opinion among members is forthcoming. The Chairman will ensure that discussions result in logical and understandable outcomes; and
- 4.4.7 Between Board meetings the Chairman shall maintain an informal link between the Board and the MD, expect to be kept informed by the MD on all important matters, and is available to the MD to provide counsel and advice where appropriate.

4.5. The responsibilities of the MD, amongst others, are as follows:

- 4.5.1 To develop and implement the policies and strategies for the Company and its subsidiaries ("Group");
- 4.5.2 The Board will link the Company's governance and management functions through the MD;
- 4.5.3 The MD must supervise and control the general management and operation of the Company;
- 4.5.4 All Board authority conferred on management is delegated through the MD, so that the authority and accountability of management is considered to be the authority and accountability of the MD so far as the Board is concerned;
- 4.5.5 Only decisions of the Board acting as a body are binding on the MD. Decisions or instructions of individual members of the Board, officers or committees are not binding except in those instances where specific authorisation is given by the Board;
- 4.5.6 The MD, in association with the Chairman, is accountable to the Board for the achievement of the Company's goals and the MD is accountable for the observance of the management limitations;
- 4.5.7 The MD is expected to act within all specific authorities delegated to him by the Board;
- 4.5.8 The MD is expected not to cause or permit any practice, activity or decision that is contrary to commonly accepted good business practice or professional ethics and not to cause or permit any action that does not take into account the health, safety, environmental and political consequences and their effect on long-term shareholders value;
- 4.5.9 The MD, with the management team, is expected to ensure that the assets of the Company are adequately maintained and protected, and not unnecessarily placed at risk. The Company must be operated with a comprehensive system of internal control, and assets or funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards consistent with the Company's risk management policies and processes and that are acceptable to the Company's external auditors. In managing the risks of the Company, the MD is expected not to cause or permit anyone to substitute their own risk preferences for those of the shareholders as a whole;
- 4.5.10 The MD is expected not to permit employees and other parties working for the Company to be subjected to treatment or conditions that are undignified, inequitable, unfair or unsafe; and

- 4.5.11 The MD is expected not to cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of the business and are proportional to the extent that the contribution in question has met such purposes.

5. COMPOSITION OF THE BOARD

- 5.1. The Company have to ensure that at least 2 directors or 1/3 of the Board, whichever is the higher, are independent directors. If the number of directors of the Company is not 3 or a multiple of 3, then the number nearest 1/3 must be used. It is for the purpose of obtaining the desired level of objectivity and independence in Board deliberations and decision-making.
- 5.2. An executive director is an individual who:
- 5.2.1 is involved in the day-to-day management of the Company; and/or
- 5.2.2 is a full-time salaried employee of the Company and/or its subsidiaries.
- 5.3. A non-executive director is an individual who:
- 5.3.1 is not involved in the day-to-day management of the Company; and/or
- 5.3.2 is not a full-time salaried employee of the Company or its subsidiaries; and/or
- 5.3.3 is in the full time employment of the holding company, or any of its subsidiaries other than the company, shall also be considered a non-executive director to the extent that they carry no executive authority over the day-to-day affairs of the Company and its subsidiaries.
- 5.4. An independent non-executive director is an individual who:
- 5.4.1 is not a major shareholder of the Company or representative of a shareholder who has the ability to control or significantly influence the management;
- 5.4.2 has not been within the last 2 years and is not an officer of the Company or any its related corporations;
- 5.4.3 is not a family member of any executive director, officer or major shareholder of the said Corporation;
- 5.4.4 is not a professional advisor to the Company or the Group
- 5.4.5 is not a significant supplier to, or customer of, the Company or the Group;
- 5.4.6 has no significant contractual relationship with the Company or the Group; and
- 5.4.7 is free from any business or other relationship which could be seen to materially interfere with the individual's capacity to act in an independent manner and exercise an objective judgement,
- unless otherwise provided by the regulatory requirements.

The word "officer" above includes any director, secretary and employee of the Group.

For the position of independent non-executive directors, the Board shall evaluate the candidate, at a minimum, with reference to the definition of "Independent Director" as stipulated by Bursa Malaysia Securities Berhad Main Market Listing Requirements*.

- 5.5. A senior independent director is an individual who:
- 5.5.1 is an independent non-executive director available as a trusted intermediary to shareholders and the other Non-Executive Directors in particular if they have concerns which contact through the normal channels of Chairman, Chief Executive or Executive Director has failed to resolve, or for which contact is inappropriate. He has the power to call meetings of the Non-Executive Directors should he consider it necessary.
- 5.5.2 is authorised to seek, at the Company's expense, appropriate advice inside and outside the Company when necessary to discharge his responsibilities. Also, he has access at all times to the Group Company Secretary, the external auditors and to independent advice.
- 5.6. The tenure of an independent director shall not exceed a cumulative term of 9 years. Upon completion of 9 years, an independent director may continue to serve on the Board subject to the director's re-designation as a non-independent director. The Board must justify and

seek shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than 9 years.

- 5.7. Procedures for appointments to the Board should be formal and transparent. The Nominating Committee is responsible for the assessment and nomination of potential new directors.
- 5.8. The Board shall define an appropriate division of duties and responsibilities of the Board, identifying key roles and performance standards for Board members and ensure that Board members clearly understand these functions.
- 5.9. The Board is willing to have members of management appointed to the Board in addition to the MD. However, the Board believes that management should encourage senior management to understand that Board membership is not necessary or a prerequisite to any higher management position in the Company.
- 5.10. **Qualifications for membership of the Board are:**
- 5.10.1. appropriate knowledge, understanding and experience of the conduct of the business, as well as the laws, customs and values that govern the activities of the organisation;
 - 5.10.2. the ability to make sensible and informed business decisions and recommendations;
 - 5.10.3. an entrepreneurial talent for contributing to the creation of shareholder value;
 - 5.10.4. the ability to ask hard questions;
 - 5.10.5. high ethical standards and sound practical sense;
 - 5.10.6. the ability to see the wider picture and perspective, with some benefit of international experience;
 - 5.10.7. integrity in personal and business dealings;
 - 5.10.8. total commitment to furthering the interest of the shareholders and to achieve the Company's goals; and
 - 5.10.9. must meet all qualifications required on a director pursuant to the Bursa Malaysia Securities Berhad Main Market Listing Requirements*, Companies Act 2016* and other relevant regulatory requirements.
- 5.11. **Key competencies required for non-executive directors include:**
- 5.11.1. to contribute an independent view to matters under consideration;
 - 5.11.2. an ability to add value to Board deliberations;
 - 5.11.3. to add to the breadth and depth of experience of the Board;
 - 5.11.4. an ability to communicate clearly;
 - 5.11.5. an ability to demonstrate a wide, and unfettered, perspective on issues and bring to the Board integrity and a strong sense of ethics;
 - 5.11.6. organisational and strategic awareness and an appropriate level of financial literacy;
 - 5.11.7. a knowledge of the responsibilities of a director; and
 - 5.11.8. an ability to constructively collaborate as part of a team contributing towards the successful performance of the Company.
- 5.12. **Size of the Board**
- 5.12.1 The size of the Board is dictated by the Company's Articles of Association ("Articles")/Constitution.
 - 5.12.2 The Board composition must be sufficient to:
 - ensure a wide range of skills and knowledge, views and experience, such that the common purpose, involvement, participation, harmony and sense of responsibility of Board members is not jeopardised; and
 - achieve the balance of skills, experience, and professional and industry knowledge necessary to meet the Company's strategic objectives.
- 5.13. **Time period of office**
- 5.13.1 Generally, Board members have no fixed term of appointment, but shall retire by rotation every 3 years.
 - 5.13.2 New Board members will only hold office until the next annual general meeting at which they will retire and become available for election.

- 5.13.3 All Board members are subject to retirement by rotation and re-election by shareholders at least once every three years in accordance with the Articles/Constitution.

5.13.4 Non-executive directors shall agree to consult the Chairman in regard to external appointments. If the executive directors intend to accept outside appointments to other boards, this must first be discussed with the Chairman and MD, and will be considered to the extent that it is not in conflict with the business and will not detrimentally affect their executive responsibilities.

5.14. Remuneration

5.14.1. The Board recognises that the levels and make-up of remuneration should be sufficient to attract and retain the Directors needed to run the Group successfully.

5.14.2. The remuneration package of the Executive Directors is structured to link reward to corporate and individual performance.

5.14.3. The level of remuneration for non-executive directors is subject to the experience and responsibilities undertaken by them.

5.14.4. The Chairman of the Board will be paid a level of fee appropriate to his office.

5.14.5. Remuneration will be reviewed annually by the Board.

5.14.6. A formal and transparent procedure must be established for developing policy on executive remuneration and for fixing the remuneration packages of individual Board members.

5.14.7. No Board member will be involved in deciding his own remuneration.

5.14.8. The Board should report to the shareholders on remuneration and this should be included in the annual report of the Company.

5.15. Induction of new directors

5.15.1 The Nominating Committee is responsible for the assessment and nomination of potential new directors.

5.15.2 On appointment, non-executive directors will have the benefit of an induction programme aimed at deepening their understanding of the Company and the business environment and markets in which the Company operates that includes background material, meetings with senior management and visits to the Company's facilities. The induction programme will entail the following:

- knowledge of the Company (ownership power, rules, regulations and company law, board structure, membership and processes);
- knowledge of the business (business processes, corporate strategies, organization, management and people);
- knowledge of the financials (annual accounts, directors' reports, trends of the key financial ratios and financial performance of the business); and
- expectations on appointment (discussions with Chairman with regard to the role, why nominated, potential contributions, particular knowledge, etc.).

5.15.3 As part of the induction programme, newly appointed non-executive directors will receive induction materials which contain essential Board and company information.

5.15.4 New Board members with no or limited board experience shall receive development and education to inform them of their duties, including fiduciary responsibilities, powers and potential liabilities.

5.15.5 All Board members are expected to keep themselves abreast of changes and trends in the business and in the Company's environment and markets, which shall include changes and trends in the economic, political, social and legal climate generally.

5.16. Succession planning

5.16.1 The Board as a whole shall be responsible for selecting its own members and in recommending them for election or re-election by the shareholders and to select, monitor, evaluate and replace other senior executives when necessary.

5.16.2 The Board has delegated the screening process to the Nominating Committee with the direct input from the Chairman of the Board and the MD (as appropriate).

5.16.3 The MD shall report to the Board on senior management succession planning, also providing details of the Company's programme for management development. There shall also be available, on a continuing basis, the MD's recommendations as a successor should be unexpectedly disabled.

5.16.4 Board continuity, subject to performance and eligibility for re-election, is imperative.

6. ROLES OF THE BOARD

6.1 Duties and Responsibilities

- 6.1.1 The Board's primary responsibilities, based on a predetermined assessment of materiality, include giving strategic direction to the Company, identifying key risk areas and key performance indicators of the Company's business, monitoring investment decisions and considering significant financial matters.
- 6.1.2 The Board is explicitly responsible for the stewardship of the Company and in discharging its obligations, the Board assumes responsibility in the following areas:
- retain full and effective control over the Company, and monitor management in implementing the Board's plans and strategies;
 - ensure that a comprehensive system of policies and procedures is operative;
 - identify and monitor non-financial aspects relevant to the business;
 - ensure ethical behaviour and compliance with relevant laws and regulations, audit and accounting principles, and the Company's own governing documents and codes of ethics and conduct;
 - strive to act above and beyond the minimum requirements imposed by the regulatory bodies;
 - define levels of materiality, reserving specific powers to the Board and delegating other matters to management;
 - act responsibly towards the Company's relevant stakeholders; and
 - be aware of, and commit to, the underlying principles of good governance and that the compliance with corporate governance principles is reviewed regularly.
- 6.1.3 Having regard to its role, the Board is concerned with key elements of the governance processes underpinning the operation of the Company with particular attention to the following:
- review the strategic direction of the Company and adopt business plans proposed by management for the achievement thereof;
 - approve specific financial and non-financial objectives and policies proposed by management;
 - review processes for the identification and management of business risk and processes for compliance with key regulatory and legal areas;
 - delegate authority for capital expenditure and review investment, capital and funding proposals reserved for Board's approval;
 - review succession planning for the management team and endorse senior executive appointments, organisational changes and high level remuneration issues;
 - provide oversight of performance against targets and objectives; and
 - provide oversight of reporting to shareowners on the direction, governance and performance of the Company as well as other processes that need reporting and other disclosure requirements.
- 6.1.4 The day-to-day management will be in the hands of the MD and management.
- 6.1.5 The Board shall on periodical basis:
- review and evaluate the present and future strengths, weaknesses and opportunities in respect of the Company;
 - review and approve the Company's financial objectives, plans and actions and significant allocation and expenditure;
 - review the Company's goals and the strategies for achieving the Company's goals;
 - consider and, if appropriate, declare or recommend the payment of dividends;
 - review the Board's composition, structure and succession;
 - review the Company's audit requirements;
 - review the performance of, necessity for and composition of the Board's committees;
 - review the directors' remuneration;
 - review remuneration policies and practices in general;
 - review risk assessment policies and controls, including compliance with legal and regulatory requirements; and

- review the Company's codes of conduct and ethical standards.

6.2 Matters reserved for the Board

The following matters shall be reserved for decision by the Board, supported by any recommendation as may be made from time to time by the committees of the Board (as appropriate):

- determination of objectives and strategies, and review their implementation;
- approval of changes to the capital of the Company, including reduction of share capital, share issues, share buy backs, reorganisation or restructuring of capital and the listing or delisting of any Company's shares or other securities, including debt instruments;
- approval of any significant change in the Group's accounting policies and practices;
- approval of annual budget or business plan;
- approval of annual financial statements, interim reports, declaration of dividends;
- approval of investments, acquisitions, disposals and expenditure which do not meet specific guidelines and are above specified financial thresholds;
- changes to the management and control structure within the Group, including key policies, delegated authority limits;
- changes to the Company's manual on policies and procedures, including *Kumpulan Jetson Berhad Group of Companies Policies and Procedures*;
- approval of business to be considered at general meetings of the Company and related documentation to be communicated to the members;
- changes to the structure, size and composition of the Board of the Company;
- the appointment, reappointment or removal of the external auditor of the Company;
- the prosecution, defence or settlement of legal or arbitration proceedings material to the Group and except in the ordinary course of business;
- remuneration and terms of appointment of Board members;
- approval of employee share option scheme or any employee incentive scheme, the rules applicable to any such scheme and any amendment to such rules as recommended by the Employees' Share Option Scheme Committee; and
- such other matters as the Board may determine from time to time

6.3 Independent professional advice

The Directors, collectively or individually, may seek independent professional advice and information in the furtherance of their duties at the Company's expense, so as to ensure the Directors are able to make independent and informed decisions.

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

- exercise care and diligence;
- act in good faith in the best interests of the Company;
- not improperly use his/her position or misuse information of the Company; and
- commit the time necessary to discharge effectively his/her role as a Director.

7. BOARD COMMITTEES

7.1. The Board is authorised to form committees and Board committees will be formed only when it is efficient or necessary to facilitate efficient decision-making to assist the Board in the execution of its duties, power and authorities. Delegating authority to Board committees or management does not in any way mitigate or dissipate the discharge by the Board of their duties and responsibilities.

7.2. There shall be transparency and full disclosure from the Board committees to the Board, except where the committee has been mandated otherwise by the Board.

7.3. Board committees will observe the same rules of conduct and procedures as the Board, unless the Board determines otherwise.

7.4. Board committees will only speak or act for the Board when so authorised. The authority conferred on a Board committee will not derogate from the authority delegated to the MD by the Board.

- 7.5. The Board delegates certain functions to the following Board committees to assist in the execution of its responsibilities :
- Audit Committee;
 - Remuneration Committee;
 - Nominating Committee; and
 - Employees' Share Option Scheme Committee.
- 7.6. The Board committees shall operate under clearly defined terms of reference. The Board committees are authorized by the Board to deal with and to deliberate on matters delegated to them within their terms of reference.

8. MANAGEMENT OF RISKS

- 8.1. The Board regards risk management as an integral part of the business operation and had always considered good management of risks as a key factor in the development of corporate strategies and investment decisions.
- 8.2. The objective of risk management is to identify, assess, manage and monitor the risks to which the business is exposed – internally and externally.
- 8.3. The Board must appreciate the business risk issues and key performance indicators affecting the ability of the Company to achieve its strategic purpose and objectives.
- 8.4. The Board must ensure that appropriate systems are in place to manage the identified risks, measure the impact and to proactively manage it, so that the Company's assets and reputation are suitably protected.

9. BOARD MEETINGS

- 9.1. Board members will use their best endeavours to attend Board meetings. Board members are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table. Board members who are unable to attend shall advise the Chairman at an early date or confirm in writing to the company secretary.
- 9.2. The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary. At each scheduled Board meeting, the Board shall, *inter alia*, consider:
- quarterly financial report from the Chief Financial Officer;
 - reports on the activities from the Company's individual business divisions;
 - specific proposals for capital expenditure and acquisitions (if any); and
 - major issues and strategic opportunities for the Company (if any).
- 9.3. The Board has sole authority over its agenda, however, any Board member may request an addition of an item on the agenda. The Chairman must ensure that an agenda is prepared prior to the meeting, raising issues that require attention, ensuring that proceedings are conducted efficiently and all appropriate matters addressed. The company secretary must also work with the Chairman on preparing the agenda.
- 9.4. The Board's discussions will be open and constructive. The Chairman will seek a consensus in the Board but may, where considered necessary, call for a vote. Discussions and records will remain confidential unless a specific direction from the Board to the contrary.

9.5. Conflicts of Interest

- Board members are required to inform the Board of conflicts or potential conflicts of interest they may have in relation to particular items of business, preferably in advance.
- Board members are required to disclose their shareholdings in Jetson, other directorships and any potential conflict of interest.
- Board members should absent themselves from discussion or decisions on matters in which they have a conflicting interest, unless resolved by the remaining members of the Board that the said Board members presence is necessary to answer the remaining Board members' queries.

9.6. In addition to the matters set out in this Board Charter, meetings and proceedings of the Board will be governed by the Company's Articles/Constitution.

10. **SHARE DEALINGS BY BOARD MEMBERS**

10.1 Board members are allowed to hold shares in the Company, recognising that this has the capacity, in many cases, to increase the focus of Board members on company's performance and share value and therefore will be in the interests of all shareholders.

10.2 When buying or selling shares, Board members must strictly observe the provisions of the Company's Articles/Constitution, the Company's own internal rules and all relevant legislative or regulatory procedures, and should follow any procedural recommendations prescribed by the Board from time to time.

11. **BOARD EVALUATION AND PERFORMANCE**

11.1 The Nominating Committee shall evaluate the performance of the Board members on an annual basis.

11.2 The Board committees shall also regularly be reviewed by the Nominating Committee to ascertain their performance and effectiveness.

12. **CODES OF ETHICS AND CONDUCT**

The Board should formalise ethical standards through codes of ethics and conduct and ensure the implementation of appropriate internal systems to support, promote and ensure its compliance. A key role of the Board is to establish a corporate culture which engenders ethical conduct that permeates throughout the Group. The Board should periodically review the code of conduct which is to be observed by all Directors, employees and any other person when they represent the Company and/or any of its subsidiaries.

13. **BOARD'S RELATIONSHIP WITH SHAREHOLDERS**

13.1 The Board must endeavour to familiarize itself with issues of concern to shareholders.

13.2 The Company encourages shareholders to attend its annual general meetings, which provide opportunities for shareholders to raise their concerns and queries to the Board and senior management of the Company.

13.3 The Board will evaluate economic, political, social and legal issues on a regular basis, as well as any other relevant external matters that may influence or affect the development of the business or the interests of the shareholders and, if appropriate, obtain professional advice.

14. COMPANY SECRETARY

- 14.1 The company secretary plays an important role in ensuring that board procedures are both followed and reviewed regularly, and has the responsibility in law to ensure that each Board member is made aware of and provided with guidance as to their duties, responsibilities and powers.
- 14.2 It is the responsibility of the Board, and in its own best interests, to ensure that the company secretary remains capable to fulfil the function for which they have been appointed, and the appointment and removal of the company secretary is a matter for the Board as a whole.
- 14.3 The Board members have unlimited access to the company secretary.

15. REVIEW OF THE BOARD CHARTER

Any amendment to this Board Charter can only be approved by the Board. This Board Charter will be reviewed and updated periodically 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.

Note:

* including any amendments thereto that may be made from time to time.