

PRIVASIA
TECHNOLOGY BERHAD

BOARD CHARTER

1. DEFINITIONS

In this Board Charter, unless the context otherwise requires, the following abbreviations shall have the meanings set forth opposite such expressions:-

Bursa Securities	:	Bursa Malaysia Securities Berhad
Board/Board of Directors	:	The directors for the time being of the Company or such number of them as have authority to act for the Company
CC	:	Company's Constitution
Co Act	:	Companies Act, 2016
PTB or the Company	:	Privasia Technology Berhad
The Group	:	The Company and its subsidiaries
MCCG	:	Malaysian Code on Corporate Governance
AMLR	:	ACE Market Listing Requirements
CMSA	:	Capital Market and Service Act 2007
NRC	:	Nomination and Remuneration Committee
ARMC	:	Audit and Risk Management Committee
BCGG	:	Bursa Corporate Governance Guide
Executive Directors	:	Including all Executive Directors, Managing Directors, Chief Executive Director ("CEO") and Deputy CEO
NED	:	Non-Independent Director
ID	:	Independent Director

Words importing the masculine gender only include the feminine gender.

2. INTRODUCTION

- 2.1 The Board of the Company recognise Corporate Governance as being vital and important to the success of the Group businesses. The Board Charter sets out the Board's strategic intent and outlines the roles and powers that the Board specifically reserves for itself, and those which it delegates to the Board Committees and Management.
- 2.2 The Board of the Company is expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity and enterprise with due regard to fiduciary duties and responsibilities.
- 2.3 The Board Charter is subject to the provisions of the Co Act, the Company's Constitution, the AMLR, the MCCG and any other applicable law or regulatory requirements.

3. OBJECTIVE

The objective of the Board Charter is to ensure that the members of the Board are aware of their roles, duties and responsibilities and the application of principles and practices of good corporate governance in their business conduct and dealings in respect of, and on behalf of the Company and the various laws and legislations governing them and the Company. It will also assist the Board in the assessment of its own performance and of its individual Directors.

4. THE BOARD OF DIRECTORS

4.1 Size and Composition

- 4.1.1 The Board shall comprise not less than two (2) or not more than nine (9) Directors.
- 4.1.2 The Board shall at all times comprises of Directors in the following proportions:
 - (a) At least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Directors in accordance with the AMLR; and/or
 - (b) Such other Director as may be appointed
 - (c) upon recommendation by the Company's NRC.
- 4.1.3 In the event of any vacancy in the Board, resulting in non-compliance with paragraph 4.1.2(a) above, the Company must fill the vacancy within 3 months.
- 4.1.4 The Board is guided by the approved term of reference of NRC for recruitment or appointment (including re-election/re-appointment) of Directors.
- 4.1.5 The Directors shall not hold more than 5 directorships in listed companies.

4.1.6 The composition of the Board shall be refreshed periodically and consist of qualified individuals with diverse set of skills, experience and knowledge necessary to govern the Company. The composition and size of the Board is such that it facilitates the decision making of the Board.

4.2 Independence

4.2.1 ID is defined in accordance with Rule 1.01 of the AMLR.

4.2.2 An ID shall, upon his appointment, give the Company a Letter of confirmation that he is an Independent Director as defined under Rule 1.01 of the AMLR.

4.2.3 Directors must give effect to the spirit, intention and purpose of the said definition "independence" set out in Rule 1.01 of the AMLR.

4.2.4 The tenure of an ID shall not exceed a cumulative term of nine (9) years since appointment as ID. The ID may continue to serve on the Board beyond 9 years provided the ID is re-designated as Non-ID.

4.2.5 The Board assesses the independence of the Director annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of Director under the annual Board Assessment. A separate assessment for each Independent Director will also be undertaken annually.

4.3 Disqualification or vacation of Office

The office of a Director will become vacant if the Director:-

- a) Falls within the circumstances set out in Section 208 of the Co Act;
- b) Is absent from more than 50% of the total board of Directors' meetings held during a financial year; or
- c) Is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences set out in sub paragraph a and b above.

4.4 Retirement, Re-election and Re-appointment

4.4.1 An election of Directors shall take place at every Annual General Meeting ("AGM") of the Company where one third (1/3) of the Directors at the date of the notice convening the AGM will retire from office unless elected or re-elected at the AGM.

4.4.2 The directors retiring will be those longest in office since their last election.

4.4.3 A newly appointed director shall hold office until the AGM following their appointment and shall then be eligible for the re-election by shareholders. The proposed appointment of the new Board members, resignation of existing members, as well as the proposed re-election of the Directors are approved by the Board upon the recommendation of the NRC.

4.4.4 The Company adopt a nine (9)-year policy for ID and taking into account the need for progressive refreshing of the Board.

Whilst an ID may continue to serve on the Board, upon completion of a cumulative term of nine (9) years, he is subject to the Director's redesignation as a non-ID [Paragraph 4.2.4 above].

4.5 Selection of Candidates

The NRC is responsible for identifying and nominating suitable candidates for appointments to the Board for approval, either to fill vacancies or as addition to meet the changing needs of the Group. Before recommending an appointment to the Board, the NRC undertakes a comprehensive evaluation of the candidates. The NRC also takes into account the Group's business and matches the capabilities and contribution expected for a particular appointment.

5. **ROLES AND RESPONSIBILITIES**

5.1 A Director shall at all times exercise his powers for a proper purpose in a good faith in the best of the Company 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 company.

5.2 A Director shall at all times avoid conflicts of interest, and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature of his 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 as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Co Act.

5.3 In line with Guidance 1.1. of the MCCG, the Board of Directors have the following key responsibilities:-

- i. promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour;
- ii. review, challenge and decide on management's proposals for the Company, and monitor its implementation by management;
- iii. reviewing and adopting the overall strategic plans and programmes for the Company and Group;
- iv. supervise and assess management performance and oversee the conduct of the Group's businesses to evaluate whether the businesses are being properly managed;
- v. understand the principal risks of the company's business and recognize that business decisions involve the taking of appropriate risks;
- vi. set the risk appetite within which the board expects management to operate, manage and monitor significant financial and non-financial risks;
- vii. endeavor that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of board and senior management;
- viii. approve the nomination, selection, succession policies, and remuneration packages for the Executive Directors, ID, NED and Board Committee members, and the annual manpower budget for the Group, including managing succession planning, appointing, training, fixing the compensation of, and where appropriate replacing senior management or key management personnel;
- ix. identifying principal risks and ensuring implementation of a proper risk management system to manage such risks;
- x. developing and implementing a shareholder communication policy for the Company;
- xi. reviewing the adequacy and the integrity of the management information and internal controls systems of the Company and Group;
- xii. review and approve the Financial Statements encompassing the Company annual audited accounts and reports, dividend policy, credit facilities from financial institution and guarantees;
- xiii. review and approve the Audit and Risk Management Committee Report and Statement on Risk Management and Internal Control for the Annual Report;
- xiv. review the Corporate Governance Statement/ Report in compliance with the MCCG for the Annual Report;
- xv. approve the appointment of external auditors and their remuneration;
- xvi. delegating certain responsibilities to the various Board Committees with clearly defined terms of reference to assist the Board in discharging its responsibilities; and
- xvii. declaration of dividend.

6. MATTERS RESERVED FOR THE BOARD

6.1 The following are matters which are specifically reserved for the Board:-

- i. approval of corporate plans and programmes;
- ii. approval of annual budgets, including major capital commitments;
- iii. approval of new ventures;
- iv. approval of material acquisition and disposals of undertakings and properties;
- v. change to the management and control structure within the Group, including key policies, delegated authority limits; and
- vi. review and update the Whistleblowing Policy.

6.2 The Directors have individual and independent access to the advice and dedicated support services of the Company Secretary in ensuring the effective functioning of the Board. The Directors may seek advice from the management on issues under their respective purview. The Directors may also interact directly with, or request further explanation, information or updates, on any aspect of the Company's operations or business concerns from the management.

In addition, the Board may seek independent professional advice at the Company's expense on specific issues to enable the Board to discharge its duties in relation to the matters being deliberated. Individual Directors may also obtain independent professional or other advice in furtherance of their duties, subject to approval by the Chairman or the Board, depending on the quantum of the fees involved.

7. CHAIRMAN

- 7.1 The position of Chairman shall be held by a Non-Executive Director, who shall also be an individual different from the individual who holds the position of the CEO.
- 7.2 The Chairman including the Deputy Chairman shall not be a member of the ARMC, or NRC.
- 7.3 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) to provide leadership to the Board and oversee the Board in the effective discharge of its fiduciary duties;
 - b) leading the Board in the adoption and implementation of good corporate governance practices in the Company;
 - c) to set the Board agenda and to ensure the Board members receive complete and accurate information in a timely manner;
 - d) to lead in discussion in Meetings and ensure efficient and effective conduct of the Board's Meetings;
 - e) to encourage active participation and to allow dissenting views to be freely expressed;
 - f) to promote constructive and respectful relations between Board Members and manage the interface between the Board and Management;
 - g) to facilitate effective communication between the Board and the stakeholders; and
 - h) to commit time necessary to discharge effectively his role as Chairman.
- 7.4 The Chairman, in consultation with the CEO/Managing Director and the Company Secretary, sets the agenda for Board meetings and ensure that all relevant issues are on the agenda.
- 7.5 The Chairman ensures orderly conduct and proceedings of the Board and general meeting and is responsible for managing the business of the Board to:
- i. all directors are properly briefed on issues arising at board meetings;
 - ii. sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable through preparation for the board discussion; and
 - iii. the issues discussed are forward looking and concentrates on strategy.
- 7.6 The Chairman to ensure that every Board resolution is put to vote by the Directors to reflect the will of the majority prevails.

8. MANAGING DIRECTOR (MD)/CHIEF EXECUTIVE OFFICER (CEO)

- 8.1 The roles of the Chairman and CEO are distinct. The distinct and separate roles of the Chairman and CEO, with a clear division of responsibilities, ensures a balance of power and authority, such that no one individual has unfettered powers of decision-making.
- 8.2 The CEO spearheads the business and day-to-day management of the Company and the primary job tasks for the CEO are as follows:
- a) Strategy development, monitoring and tracking;
 - b) Business development;
 - c) Regulation;
 - d) Performance management;
 - e) Human resources management;
 - f) Risk management; and
 - g) Stakeholder management.

9. SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

The duties of the Senior Independent Non-Executive Director shall include acting as a sounding board for the Chairman, an intermediary for other Directors when necessary, and the point of contact for shareholders and other stakeholders with concerns which have failed to be resolved or would not be appropriate to be communicated through the normal channels of the Chairman and/or CEO.

10. BOARD COMMITTEES

To assist the Board in fulfilling its duties and responsibilities, it has established the following Board Committees with specific terms of reference:

- a) Audit and Risk Management Committee
- b) Nomination and Remuneration Committee
- c) Investment Committee

Independent and NED play a leading role in these Committees. The Management and third parties are co-opted to the Committees as and when required. Details of the membership and a summary of the duties and responsibilities of each Committee appointed by the Board are published in the Annual Report. The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings and such reports will be reported to the Board at the Board Meeting.

The full terms of references of the Board Committees are accessible on the Company's website at www.privasia.com.

11. BOARD MEETINGS

11.1 The Board shall conduct at least four (4) scheduled meetings a year, with additional meetings convened as and when the Board's approval and guidance is required. Additional meetings are convened on an ad-hoc basis. The Meeting of the Board Committee shall not be combined with the main Board Meeting.

The Board's annual meeting calendar is prepared and circulated to the Directors before the beginning of each year. It provides the scheduled dates for meetings of the Board and Board Committees, AGM, major conferences hosted by the Company, as well as the closed period for dealings in securities by Directors based on the targeted date of announcement of quarterly results of the Group.

11.2 Upon consultation with the Chairman and the CEO, due notice shall be given for the proposed dates of meetings during the financial year and standard agenda matters to be tabled to the Board.

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

11.4 All Board of Directors' meetings shall be chaired by a Chairman of the Board. The Chairman has the discretion to call for additional meetings at any time. Where the Chairman is absent, the Directors present shall elect one (1) of their members to be the Chairman of the Meeting. The quorum for each meeting shall be the majority of members present must be NED. In the absence of a meeting, issues shall be resolved by way of circular resolutions.

11.5 The written notice of special/emergency meetings, prepared agenda and other supportive and informative materials shall be delivered electronically or physically to all Committee members at least twenty-four (24) hours before the meeting.

11.6 The Directors may also hold a meeting of Directors at two (2) or more venues within or outside Malaysia using technology that enables all the Directors to hear one another and to participate in the proceedings of the meeting for its entire duration. Any meeting held in such manner shall be deemed to have been held at such time and place as set out in the notice of meeting and all Directors participating in the proceedings of the meeting held in such manner shall form the quorum. All information and documents for the meeting must be made available to all Directors prior to or at the meeting.

11.7 The meeting Agenda shall be circulated to the Directors at least seven (7) days prior to the meeting. A set of Board Papers (together with a detailed agenda in the case of a meeting) is furnished to the Board members at least five (5) days prior to each Board meeting or in the case of a decision by way of Directors' Circular Resolution, accompanying the proposed resolution. The Directors should be well informed and have the opportunity to seek additional information, and are able to obtain further clarification, advice and services from the legal counsel, internal auditor and Company Secretary, should such a need arise. Where necessary, the services of other Senior Management or external consultants will be arranged to brief and help the Directors to clear any doubt or concern.

11.8 At Board meetings, the management presenting the papers and consultants may be invited to provide further insight.

11.9 The Chairman encourages constructive, healthy debate, and Directors are given the chance to freely express their views or share information with their peers in the course of deliberation as a participative Board.

11.10 At the meeting, the Board may consider amongst other things:

- (i) Report of meetings of all committees of the Board including matters requiring the full Board's deliberation and approval;
- (ii) Performance report of the Group, which include information on financial, industry and strategic business issues and updates;
- (iii) Major operational, financial, technical, legal and regulatory issues;
- (iv) Technological development and updates;
- (v) Reports on risk management;
- (vi) Reports on human capital, organisational and talent management; and
- (vii) Board Papers on other matters of discussion/approval.

- 11.11 The Board has unrestricted and immediate access to Senior Management and all information on the affairs of the Group. At the request of the Board, Management is obliged to supply in a timely manner, all relevant information relating to the business, operations and governance of the Group, including information concerning customer satisfaction and survey quality, market share and market reaction to enable the Board to discharge its duties effectively.
- 11.12 Members of the Board may collectively or individually seek external or independent professional advice and/or assistance from relevant experts in furtherance of their duties and at the Group's expense.
- 11.13 Any Director who has a direct or deemed interest in the subject matter to be deliberated abstains from deliberation and voting on the same during the meeting.
- 11.14 The Minutes prepared by the Company Secretary shall accurately reflect the deliberations and decisions of the Board, including whether any director abstained from voting or deliberating on a particular matter and shall be kept in the statutory minutes book at the registered office of the Company.

12. REMUNERATION POLICIES

- 12.1 The fees and any benefits payable to the Directors shall from time to time be determined by an Ordinary Resolution of the Company in a general meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree.
- 12.2 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.
- 12.3 The Board has established a formal and transparent process for approving the remuneration of the NEDs and the Executive Director/CEO, whereby the NRC is responsible for reviewing the remuneration policy and making recommendations on the same to the Board for approval. In its review, the NRC considers various factors including the NEDs' fiduciary duties, time commitments expected of them and the Company's performance.
- 12.4 The review of the Directors' remuneration will be carried out by the NRC on an annual basis for the approval of the Board prior to recommending the same for shareholders' approval at the annual general meeting of PTB.

13. DIRECTOR'S TRAINING

- 13.1 Newly appointed Directors shall have meet up session with Management Personnel to enable them to understand the Group's business and strategy, and the risks and issues which they may faced.
- 13.2 In addition to the Mandatory Accreditation Programme (MAP) to all the newly appointed Directors, the Board shall evaluate and determine the continuous training needs of its members from time to time in order to enhance his contribution to the Board and to effectively discharge his duties as a Board member.
- 13.3 Listing Requirements of Bursa Securities mandates a statement by the Board containing a brief description on the type of trainings directors have attended for the financial year. Where any of the Directors have not attended any training during the financial year, the reasons thereof for each Director must be stated.
- 13.4 The Company Secretary facilitates the organisation of internal and external training programmes for Directors and keeps a complete record of the training attended by the Directors. Directors may request that training programmes on specific subjects be arranged in order to facilitate them in discharging their duties effectively.

14. COMPANY SECRETARY

- 14.1 The appointment and removal of the Company Secretary(ies) is a matter for the Board, as a whole. The Company Secretary(ies) shall be suitably qualified and capable of carrying out the duties required of the post.
- 14.2 The Company Secretary(ies) is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to expedite regulatory compliance.
- 14.3 The roles and responsibilities of the Company Secretary(ies) include the following:-
 - a) manage all Board and Board Committee meeting logistics, attend and record minutes of all Board and Board Committee meetings and facilitate Board communications;
 - b) advise the Board on its roles and responsibilities;
 - c) facilitate the orientation of new directors and assist in director training and development;
 - d) advise the Board on corporate disclosures and compliance with company and securities regulations and listing requirements;
 - e) manage processes pertaining to the annual shareholder meeting;

- f) monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
- g) serve as focal point for stakeholders' communication and engagement on corporate governance issues; and
- h) carrying out other functions as deemed appropriate by the Board from time to time.

15. INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATION

- 15.1 The Board acknowledges the importance of maintaining transparency and accountability to all its stakeholders, particularly its shareholders and investors in order that the market credibility and investor's confidence are maintained. Through extensive disclosure of appropriate and relevant information, using various channels of communication on a timely basis, the Group aims to effectively provide shareholders and investors with information to fulfil transparency and accountability objectives.
- 15.2 At this juncture, the channel of communication to shareholders, stakeholders and general public for the overall performance and operations of the Group's business activities are press releases, public announcements on quarterly basis, annual report and disclosures to the Bursa Securities.
- 15.3 Meeting with institutional investors, fund managers and analysts from time to time provide an additional avenue for the Board and management to convey information about Group's performance, strategy and other matters affecting shareholders' interests.
- 15.4 The AGM is the principal forum for dialogue and interaction with shareholders. The notice of meeting and the annual report are sent out to shareholders at least 28 days before the date of the meeting in accordance with the Company's Constitution. A presentation is given by the CEO to explain the Group's strategy, performance and major development to shareholders during the AGM. Shareholders are accorded both the opportunity and time to raise questions or offer constructive criticism pertaining to the operations and financial matter of the Group; whilst the Board and Senior Management will provide the answers and appropriate clarifications to issues raised. The external auditors will also be present to provide their professional and independent clarification on issues and concerns raised by the shareholders, if necessary.
- 15.5 Besides the key channels of communications through the annual report, general meetings and announcements to Bursa Securities as well as analyst and media briefings, there is also continuous effort to enhance the Group's website as a channel of communication and information dissemination. Continuous improvement and development of the website will be undertaken by the Group for easy and convenient access.

16. FINANCIAL REPORTING

- 16.1 The Board aims to provide and present a clear, balanced and meaningful assessment of the Group's financial position and prospects by ensuring quality financial reporting through the annual financial statements and quarterly financial results to its stakeholders, in particular, shareholders, investors and the regulatory authorities.
- 16.2 The ARMC assists the Board in scrutinising information for disclosure to ensure the quality of financial reporting and adequacy of such information, prior to submission to the Board for its approval. As required by the Co Act, the Directors are responsible for the preparation of annual financial statements in accordance with applicable approved accounting standards in Malaysia so as to give a true and fair view of the state of affairs of the Group and the Company at the end of each financial year and of the results and cash flows of the Group and of the Company for the financial year. The accounting policies and methods once adopted, are consistently applied and supported by reasonable judgements and estimates.
- 16.3 The Directors have responsibility to keep proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group and that the financial statements comply with the Co Act and applicable approved accounting standards in Malaysia.
- 16.4 In addition, the Directors are also responsible for taking reasonable steps to safeguard the assets for the Group and to prevent and detect fraud as well as other irregularities.

17. INTERNAL CONTROL

The Board acknowledges its overall responsibility for maintaining a sound system of internal controls that provides reasonable assessment of effective and efficient operations, internal financial controls and compliance with laws and regulations as well as with internal procedures and guidelines. The effectiveness of the system of internal controls of the Group is reviewed periodically by the ARMC.

18. COMPANY'S EXTERNAL AUDITORS ("EA")

- 18.1 To ensure that advance approval by the Board is required for non-audit services provided by the External Auditors, on recommendation of the ARMC.

- 18.2 The Board, upon recommendation of the ARMC, reviews the appointment of the EA, their independence and audit fees prior to recommending the same to the shareholders at the General Meetings. The Company Auditors retire during the AGM every year and are re-appointed by shareholders for the ensuing year.
- 18.3 The EA are required to attend the AGM to answer queries relating to their job scope.
- 18.4 The ARMC meets with the EA at least once a year without the presence of Management

19. BOARD EFFECTIVENESS EVALUATION (“BEE”)

- 19.1 The Board has entrusted the NRC with the responsibility for carrying out the annual BEE.
- 19.2 The Directors’ Self and Peer Assessment evaluation is intended to evaluate the mix of skills, experience and other relevant qualities the Directors bring to the Board, and takes into account the individual director’s ability to exercise independent judgement at all times and to contribute to the effective functioning of the Board. The evaluation process also examines the ability of each Board or Committee member to give material input at meetings and to demonstrate a high level of professionalism and integrity in the decision-making process.
- 19.4 The evaluation and assessment results form the basis of the NRC’s recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.
- 19.5 The Chairman of the Board upon consultation from the NRC (where appropriate) to consult with the Executive Directors any improvement needed based on the evaluation performance.

20. DEALINGS IN SECURITIES

- 20.1 The Directors are guided by Chapter 14 of AMLR on the process and requirements when dealing in the security of the Company.
- 20.2 A Director must not deal in the securities of PTB as long as he is in possession of price-sensitive information relating to such listed securities. “Price-sensitive information” means information that “on becoming generally available would or would tend to have a material effect on the price or value of securities” as referred to in Section 185 of the CMSA.

21. CONFLICTS OF INTEREST AND TRANSACTION INVOLVING DIRECTORS

- 21.1 PTB has in place guidelines for handling conflict of interest under the Company’s “Code of Conduct & Business Ethics” to manage situation where conflict of interest on the part of the Directors may arise.
- 21.2 Directors are to determine and disclose to the Board potential or actual conflicts of interest which may arise in relation to transactions or matters which he/she has interest in.
- 21.3 An interested Director must make the disclosure by way of written notice to all members of the Board and the Company Secretary:
 - a) As soon as practicable after being aware of his/her interest in the transaction or arrangement; and
 - b) If the transaction or arrangement is being deliberated at a Board meeting, before the commencement of that deliberation.
- 21.4 The Co Act provides that a Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by the Company shall be counted only to make the quorum at the board meeting but shall not participate in any discussion while the contract or proposed contract is being considered at the board meeting and shall not vote on the contract or proposed contract.
- 21.5 Where a contract or proposed contract is entered into in contravention of Section 221 of the Co Act, the contract or proposed contract shall be voidable at the instance of the Company except if it is in favour of any person dealing with the Company for a valuable consideration and without any actual notice of the contravention. A Director who knowingly contravenes Section 221 of the Act shall be guilty of an offence against the Act.
- 21.6 The AMLR further provides that a Director with any interest, direct or indirect, must abstain from board deliberation and voting on the relevant resolution in respect of the related party transaction.

22. CODE OF ETHICS & BUSINESS CONDUCT

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

22.2 The Board recognises its role in establishing ethical values that support a culture of integrity, fairness, forthrightness, trust and pursuit of excellence. This is formalised via Code of Ethics and Conduct that is periodically reviewed and adhered by all Directors and employees of the Group. The core areas of conducts under the Code of Ethics and Conduct include the followings: -

- i. conflict of interest;
- ii. confidential information;
- iii. inside information and securities trading;
- iv. protection of assets;
- v. business records and control;
- vi. compliance to the law;
- vii. personal gifting and contribution;
- viii. health and safety;
- ix. sexual harassment;
- x. outside interest;
- xi. fair and courteous behaviour; and
- xii. misconduct.

23. **ANTI-BRIBERY AND CORRUPTION POLICY**

In line with the new Section 27A of the Malaysian Anti-Corruption Commission Act 2009 on corporate liability for corruption which came into force on 1 June 2020, the Board had on 29 May 2020, approved and adopted an Anti-Bribery and Corruption Policy ("ABC Policy") to prevent the occurrence of bribery and corrupt practices within the Group.

The ABC Policy can be accessed through the Company's website at www.privasia.com.

24. **WHISTLEBLOWER POLICY AND PROCEDURES**

To encourage the reporting of genuine concerns about malpractice, illegal acts or failures to comply with recognized standards of work without fear of reprisal or victimisation, the Board has in place a Whistleblowing Policy which sets out avenues where legitimate concerns can be objectively addressed. The Whistleblowing Policy is available in the Company's website at www.privasia.com.

25. **REVIEW OF THE BOARD CHARTER**

25.1 Any subsequent amendment to the Charter can only be approved by the Board.

25.2 Upon Board's approval, the said revision or amendment shall form part of this Board Charter and this Board Charter shall be considered duly revised and amended.

25.3 The Board Charter will be periodically reviewed and updated in accordance with the need of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

Approval Date: 30 March 2022