

SMIS CORPORATION BERHAD
(Company No. 491857-V)

Board Charter

1. Introduction

In achieving the objectives of transparency, accountability and effective performance for SMIS Corporation Berhad (“SMIS” or “the Company”) and its subsidiaries (“the Group”), the enhancement of corporate governance standards is vital and it is with the aim of enshrining the concepts of good governance as promulgated in the new Malaysian Code on Corporate Governance 2017 (“MCCG”) that this Board Charter (“Charter”) is established.

The Charter serves as a reference point for Board of Directors (the “Board”) activities and should not be construed as a blueprint for Board operations. Just as each organisation has its own corporate culture, the dynamics of each Board is unique. The dynamics shift as the composition of the Board changes, and the Directors of the Company should always be open to new opportunities and ready to confront new challenges brought about by change.

This Board Charter incorporates the Principles and Practices of the MCCG, as considered appropriate, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) on corporate governance, certain aspects of the Company’s Constitution and relevant portions of the Companies Act 2016 in so far 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, authority and responsibilities. To the extent of any conflict between the terms of this Board Charter and the Company’s Constitution, the Constitution prevails.

2. Interpretation

2.1. In this Charter:

“Board” means the board of directors of the Company.

“Bursa Securities” means Bursa Malaysia Securities Berhad.

“Business” means the business of the Group.

“Chairman” means the chairman of the Board and is used in a gender neutral sense.

“Company Secretary” means the Board secretary (ies) or the person(s) normally exercising the functions of a Board secretary.

“Independent Director” is defined in accordance to Paragraph 1.01 of the Listing Requirements of Bursa Securities.

“Listing Requirements” means the Main Market Listing Requirements of Bursa Securities.

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“Management” means the management personnel of the Company.

“CEO” means the Chief Executive Officer of the Company.

“Shareholders” means the shareholders of the Company.

3. Objectives of the Board

The Board is accountable to Shareholders and is responsible for the stewardship of the Group’s Business and affairs. Significantly, the Board shall seek to ensure that the Business objectives of the Group is aligned with the expectations of Shareholders with a view to enhancing long-term Shareholders’ value whilst taking into account the interests of other stakeholders.

Additionally, the Board has to warrant that the operations of the Group are being effectively managed in a manner that is properly focussed on those Business objectives, conforming to regulatory and ethical requirements as well as maintaining high standards of transparency, accountability and governance.

4. Role of the Board

4.1. Shareholders elect the Board to oversee management and to ensure that Shareholder long-term interests are served. Through oversight, review and counsel, the Board establishes and promotes SMIS’s business and organizational objectives, provides leadership to SMIS, oversees business affairs and integrity, works with management to determine the Company’s mission and long-term strategy.

4.2. The Board has delegated certain responsibilities to committees which operate in accordance with Charter approved by the Board and delegated the day to day management of the Business of the Group to Management and CEO.

The Board is responsible for overseeing risk management of the Company. The Board exercises direct oversight of strategic risks to the Company and other risk areas are delegated to one of its committees.

The Audit and Risk Committee reviews and assesses the reliability of financial statements and oversees operational risks including business continuity, security, privacy and competition law related risks. It also reviews and assesses any substantial investments (including major acquisitions/disposals of capital expenditure), projects and divestments to be undertaken by the Company.

In each case, the Management periodically reports to the Board or relevant committee, which provides guidance on risk appetite, assessment and mitigation and a company changed with risk oversight reports to the Board on those matters.

The Board shall reserve a formal schedule of matters for its decision to ensure that the direction and control of the Group is firmly in its hands. This includes the following:

- (i) strategic issues and planning;
- (ii) material acquisition and disposal of assets;

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- (iii) capital expenditure;
- (iv) risk management policies;
- (v) appointment of auditors and review of the financial statements;
- (vi) financing and borrowing activities;
- (vii) ensuring regulatory compliance;
- (viii) reviewing the adequacy and integrity of internal controls;
- (ix) declaration of dividends;
- (x) business plans and budget;
- (xi) appointment of Directors, CEO, Chief Financial Officer and other key responsible persons;
- (xii) limits of authority; and
- (xiii) conflict of interest issue relation to a substantial shareholder or a Director including approving related party transactions.

4.3. The principal duties and responsibilities of the Board including those adopted from the MCCG are:

- together with Senior Management, promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour;
- review, challenge and decide on management's proposals for the Company and monitor its implementation by management;
- ensure that the strategic plan supports long-term value creation and includes strategies on economic, environmental and social consideration underpinning sustainability;
- supervise and assess the Management's performance to determine whether the business is being properly managed and building sustainable value for Shareholders in accordance with any duties and obligations imposed on the Board by law and within a framework of prudent and effective controls which enables risk to be assessed and managed;
- ensure there is a sound framework for internal controls and risk management;
- understand the principal risks of the Company's business and recognise that the business decision involve the taking of appropriate risk;
- set, review and ensure compliance with the Company's principles, values and ethos of the Company;
- setting the risk appetite which the Board is willing to accept in pursuit of a desired financial performance. The management to ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- overseeing the selection and succession plans of the Senior Management such that the Board is satisfied with the collective competence of Senior Management to effectively lead the operations of the Company
- ensure the Company has in place procedures to enable effective communication with stakeholders;

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- ensuring that the culture of accountability, transparency, professionalism and responsible conduct is consistently adhered in the Company;
- determining the remuneration of non-executive Directors, with the individuals concerned abstaining from discussions of their own remuneration;
- monitoring and reviewing policies and procedures relating to occupational health and safety and compliance with relevant laws and regulations;
- promoting sustainability through suitable environment and governance considerations in the Company's business strategies.
- ensure the integrity of the company's financial and non-financial reporting.

5. Board Structure

5.1. Board Balance and Composition

- 5.1.1. The Board should be of a size and composition with the benefit of diversity in experience, cultural backgrounds, age, gender, perspectives and skills that is conducive to effective decision making and effective discharge of its roles and responsibilities for the benefit of the Group and its Business. The Board acknowledged the importance to promote gender diversity and does not set a restriction on having female directors(s) on the Board.

In accordance with Paragraph 15.02 of the Bursa Securities Listing Requirements, the number of Independent Directors should make up of at least two or one-third, whichever is higher, of the Board.

- 5.1.2. The appointment of a new member to the Board is only made after consultation with the Nomination Committee and it is of essence of the Board to ensure high levels of professional skills and appropriate personal qualities are pre-requisites for such nominee. 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 variety of independent sources to identify suitably qualified candidates, as and when it considers necessary.

Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, ability to ask probing operational related questions, high ethical standards, sound practical sense and total commitment (including time commitment) to further the interests of shareholders and the achievement of the goals of the Group.

- 5.1.3. The Board also recognises the importance of having a clearly accepted division of power and responsibilities at the head of the

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Company to ensure a balance of power and authority. It is the policy of the Board to keep the roles of the Chairman and the CEO separate.

- 5.1.4. The Board recognises the significant representation by Directors who are capable and willing to make Business decisions and judgement in the best interest of the Group and free from influences which would give rise to conflict of interest with that duty and are also independent of Management. The Board decision making process should be independent and objective.

The Board will review annually the independence of each non-executive Director in light of information relevant to the assessment as disclosed by the Director to the Board.

The Board only considers Directors to be independent where they are independent of management and free from any business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.

The Board must give effect to the spirit, intention and purpose of the above definition. The Director concerned as well as the Board must still apply the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company.

- 5.1.5. The Board recognises the need for an appropriate balance between executive Directors who possess extensive direct experience and expertise in the core Business activities and day-to-day operations of the Group, and non-executive Directors who have outstanding track records and reputation, and who are able to bring to the Board a broad range of general commercial expertise and experience.
- 5.1.6. A Director should inform the Board's Chairman before he/she accepts any new directorships in public listed companies or other companies, which may give rise to potential conflict of interest. Each Board member must not hold directorships at more than five (5) listed issuers.

5.2. Role of the Chairman

- 5.2.1. The Chairman is responsible for instilling good corporate governance practices as well as carries out an effective leadership role in the conduct of the Board and its relations with the shareholders and other stakeholders. The Chairman is primarily responsible for:

- leading the Board in the oversight of management;
- representing the Board to shareholders and to chair and to ensure the efficient organisation and conduct of the Board and/or meeting of the shareholders;
- setting the board agenda and ensuring the provision of accurate, timely, complete and clear information to Directors;
- leading and chairing board meetings and discussions;
- encouraging active participation and allowing dissenting views to be freely expressed;
- managing the interface between Board and Management

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- ensuring appropriate steps are taken to provide effective communication with shareholders and relevant stakeholders and their view are communicated to the Board as a whole;
- leading the board in establishing and monitoring good corporate governance practices in the Company;
- maintaining regular dialogue with the CEO over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;
- functioning as a facilitator at meetings of the Board to ensure that no member dominates discussion, that appropriate discussions takes place and that relevant opinions among members is forthcoming;
- ensuring that executive Directors look beyond their executive function and accept their share of responsibilities in governance;
- guiding and mediating Board actions with respect to organisational priorities and governance concerns; and
- performing other responsibilities assigned by the Board from time to time.

5.3. Role of the CEO

5.3.1. The position of the CEO in essence is to ensure the effective implementation of the Group's Business Plan and policies established by the Board as well as to manage the daily conduct of the business and affairs to ensure its smooth operation.

5.3.2. 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 limitations.

5.3.3. CEO is responsible to the Board for the following:

- executive management of the Group's Business covering, inter alia, the development of a strategic plan; an annual operating plan and budget; performance benchmarks to gauge management performance and the analysis of management reports;
- developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved;
- directing and controlling all aspects of the business operations in a cost effective manner;
- effectively oversee the human resources of the Group with respect to key positions in the Group's hierarchy and recruitment of senior management staff, determination of remuneration as well as terms and conditions of employment for senior management and issues pertaining to discipline;
- ensures that the Group's Financial Reports present a true and fair view of the Group's financial condition and operational results and are in accordance with the relevant accounting standards;

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- assures the Group's corporate identity, products and services are of high standards and are reflective of the market environment;
- ensures compliance with governmental procedures and regulations;
- coordinates business plans with the businesses heads, coordinates management issues through the Board, and oversees divisional function groups and cost containment process in consultation with the Financial Controller;
- assists 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.

5.4. Role of the Independent Director

5.4.1. 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, 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; and
- 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.
- ensure that there are adequate systems, controls and check and balance to safeguard the interests of the Company and all stakeholders.

5.5. Role of the Senior Independent Director

5.5.1. The Board may appoint a Senior Independent Director to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the CEO have failed to resolve them.

The role of Senior Independent Director include, amongst others:

- act as a sound board for the Chairman;
- ensure all independent directors have opportunity express their input on the agenda, and advise the Chairman on the quality, quantity and timeliness of the information submitted by management that is necessary or appropriate for the independent directors to perform their duties effectively;
- consult the Chairman regarding board meeting schedules to ensure the independent directors can perform their duties

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responsibly and with sufficient time for discussion of all agenda items;

- mitigate any possible conflict of interest between the decision-making process and daily management of the Company;
- serve as the principal conduit between the Independent Directors and the Chairman on sensitive issues; and
- serve as a designated contact for consultation and direct communication with shareholders on areas that cannot be resolved through the normal channels of contact with the Chairman or the CEO.

5.6. Tenure of Directors

- 5.6.1. In line with the MCCG, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9)-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 Nomination Committee on an annual basis, recommend for an Independent Director who has served a cumulative term of nine (9) years to remain as an Independent Director subject to valid justification and annual shareholders' approval.

5.7. Company Secretary

- 5.7.1. The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognises the fact that the Company Secretary should be suitably qualified, competent and capable of carrying out the duties required of the post.
- 5.7.2. The key role of the Company Secretary is to provide unhindered advice and services for the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 5.7.3. Other primary responsibilities of the Company Secretary shall include:
- preparing agendas and coordinating the preparation of the Board papers;
 - ensure 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;
 - assisting the communications between the Board and Management; and
 - advise the Board on its roles and responsibilities;
 - facilitate the orientation of new directors and assist in director training and development;

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- advise the board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- manage processes pertaining to the annual shareholder meeting;
- monitor corporate governance developments and assist the board in applying governance practices to meet the board's needs and stakeholders' expectations;
- serve as a focal point for stakeholders' communication and engagement on corporate governance issues;
- providing full access and services to the Board and carrying out other functions deemed appropriate by the Board from time to time.

5.8. Board Committees

5.8.1. The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities. The existence of the Board Committees does not diminish the Board's responsibilities for the affairs of the Group where the delegation of power shall be subjected to the approved terms of references and are in accordance with this Charter.

5.8.2. The Board shall establish the policy of Board Committees to assist the Board on carrying out its duties:

a) Audit and Risk Committee

Audit and Risk Committee assists in fulfilling the Board's stewardship accountability to its Shareholders and financial stakeholders. An Audit and Risk Committee shall provide assurance to the Board with quality and reliable financial information and are responsible for the accuracy and integrity of the Group's financial reporting.

The Audit and Risk Committee reviews the adequacy and effectiveness of the risk management and internal control systems and governance processes implemented in the Company and its subsidiaries.

The Audit and Risk Committee also reviews audit report and related party transactions that arise between the Company and its related parties.

b) Nomination Committee

The Nomination Committee 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.

It also ensures that all Directors receive suitable continuous training programmes to broaden their perspectives and to keep

abreast with developments in the market, statutory and regulatory requirements.

c) Remuneration Committee

The Remuneration Committee is primarily responsible for recommending to the Board the remuneration of Executive Directors and Non-Executive Directors in all its forms, drawing from outside advice if necessary. The remuneration of Executive Directors shall be recommended by the Remuneration Committee 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.

5.9. Investor Relations and Shareholders' Communication

- 5.9.1. 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.

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 and serves as a crucial mechanism in shareholder communications. All the Directors shall attend the AGM/EGM. Key ingredients behind this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM.

- 5.9.2. The Board will focus its efforts on the following best practices to enhance the effectiveness of the General Meeting:

- 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;
- inform shareholders of their rights to demand for a poll vote at the commencement of general meetings subject to the Company's Constitution;
- 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;
- 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
- conduct a business presentation with a question and answer session, where appropriate and if required.

- 5.9.3. The CEO shall take responsibility for addressing queries from Shareholders, stakeholders and analysts. In the performance of this responsibility, the CEO shall be mindful of the regulatory requirements pertaining to price sensitive information.

6. Board Processes

Board Meetings shall be conducted in a business-like manner where all Directors are encouraged to share their views and partake in discussions. No one person should dominate the discussion. The Chairman, assisted by the Company Secretary, shall play a mediator's role to maintain the order of the proceedings in a constructive, productive and effective manner.

6.1. Frequency

- 6.1.1. The Board should meet regularly, at least on a quarterly basis. Prior notice of meetings will be given to all who are required to attend the meetings.

To facilitate productive deliberations, the proceedings of the Board Meetings are conducted in accordance with a structured agenda. Special Board meetings may be convened as and when necessary to consider urgent proposals or matters that require the Board's further review.

- 6.1.2. 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. 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.
- 6.1.3. Additional formal business is dealt with as required, whether by physical, videoconferencing or telephonic meetings, as well other electronic meetings allowed under the laws or the Company's Constitution. All resolutions, attendance, transactions, quorums and votes obtained through electronic means shall be deemed valid and effective unless it contravenes the requirements of relevant statutes and regulations.
- 6.1.4. All Meetings of the Board will be conducted in accordance with the Constitution of the Company and applicable laws.

6.2. Agenda & Meeting Papers

- 6.2.1. The notice of a Directors' meeting should be given in writing at least seven (7) days prior to the meeting.
- 6.2.2. A well prepared board agenda will enhance the Board's productivity and strengthen its strategic and supervisory role. The Chairman, in conjunction with the executive Director(s) and the Company Secretary, shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst others, matters specifically reserved for the Board's decision.
- 6.2.3. As a matter of best practice and to allow ample time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least five (5) business days prior to the meeting or such other period as deemed appropriate by the Board. It is recommended that where there is a need to table a report, a brief listing of findings and/or recommendations is prepared.

6.3. Minutes

- 6.3.1. The minutes of Board meetings shall be prepared within one (1) month following a Board meeting. The draft minutes shall be circulated together with the Board papers at the following Board meeting.
- 6.3.2. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof in discharging its duties and responsibilities. The minutes shall state the Director's abstention from participating in dealing with issues or objection to any particular issue, where relevant.

6.4. Access to Information and Independent Professional Advice

- 6.4.1. All Directors (executive and non-executive) 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, subject to a formal written request to the Chairman furnishing satisfactory and explicit justification for such request
- 6.4.2. A record of submissions, papers and materials presented to the Board, is maintained and held by the Company Secretary together with minutes of meetings, and is accessible to Directors.
- 6.4.3. All information and documentation received by the Board from the Company shall be treated as confidential, unless otherwise expressly decided by the Board and in accordance with the relevant laws, requirements and Listing Requirements.
- 6.4.4. All Directors should have access to the advice and services of the Company Secretary. The Board should recognise that the Chairman is entitled to the strong and positive support of the Company Secretary in ensuring the effective functioning of the Board.
- 6.4.5. 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 through an agreed procedure laid down formally.
- 6.4.6. Subject to prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director will ensure, so far as is practicable, that the cost is reasonable.

6.5. Induction Process and Training

- 6.5.1. 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.
- 6.5.2. All new Directors appointed to the Board shall participate in the Mandatory Accreditation Programme pursuant to the Listing Requirements, if he/she has not attended before, and undertake an induction program facilitated by the Management to assist them in fulfilling their duties and responsibilities.

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- 6.5.3. Directors are expected to undertake any necessary professional education or training program to enhance their skills and knowledge on relevant new laws and regulations and to keep abreast with the changing business environment within which the Group operates so as to enable them to discharge their duties.
- 6.5.4. The Board assisted by the Nomination Committee, shall on continuous basis assess, evaluate and determine the training needs of the Directors and disclose in the annual report the trainings attended by the Directors. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

6.6. Directors' External Commitments and Conflict of Interest

- 6.6.1. 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 casting his votes in any matter arising thereof.
- 6.6.2. Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, or a related company (as defined under Section 197(1) of the Companies Act 2016), the Director involved shall make full disclosure and act honestly in the best interest of the Company:
 - (a) Director shall immediately inform the Audit and Risk Committee in respect of their direct and indirect interests in any businesses or corporations which carry on similar trade as that of the Group; and
 - (b) Every Director shall comply with the provisions of Sections 219 and 221 of the Companies Act 2016 in connection with the disclosure of his shareholding and interests in the Company and his interest in any contract or proposed contract with the Company and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly duties or interests might be created in conflict with his duty or interest as a Director of the Company,

And the interested Directors shall abstain from deliberation and voting on the resolutions relating to those matters or transactions.

7. Review

This Board Charter is to be regularly reviewed by the Board as and when required and published on the Company's website.

This Board Charter is dated 6 April 2018.