

NEXGRAM HOLDINGS BERHAD
(Company No.:660055-H)
BOARD CHARTER

1. INTRODUCTION

The Board of Directors (“the Board”) supports Principle 1 of the Recommendation 1.7 “*The board should formalise, periodically review and make public its board charter*” as laid out in the Malaysian Code on Corporate Governance 2017 (“MCCG”). The Board is responsible for stewardship of the Company and its subsidiaries and has constituted the Board Charter that form an integral part of each Director’s duties and responsibilities.

The objectives of the Board 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 legislation and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in all their dealings in respect, and on behalf of, the Company.

In pursuit of the ideals in this Board Charter, the intention is to exceed “minimum legal requirements” with due consideration to recognized standards of best practices locally and internationally.

2. THE BOARD OF DIRECTORS

2.1 Board Composition and Board Balance

The Board should be well balanced with qualified individuals with diverse experience, character, integrity, competence and time to effectively discharge their responsibilities and duties legally under the various laws, regulations and rules as company director.

The Board shall comprise a majority of Independent Directors and at least 30% women directors in line with the MCCG.

The Board shall put in place action plans to meet the board composition requirements under the MCCG if at any time it does not comply with the MCCG.

Rule 1.01 of the LR provides the definition of Independent Directors as a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company. Without limiting the generality of the foregoing, an independent director is one who: -

- i. Is not Executive Director of the Company or any related corporation of the Company.
- ii. Has not been within the last two (2) years and is not an officer (except as a Non-Executive Director) of the Company. For this purpose, “officer” has the meaning given in section 2 of the Companies Act 2016 (“the Act”)
- iii. Is not a major Shareholder of the Company.
- iv. Is not a family member of any Executive Director, officer or major Shareholder of the Company.
- v. Is not acting as a nominee or representative of any Executive Director or major shareholder of the Company.
- vi. Has not been engaged as an adviser by the Company under such circumstances as prescribed by Bursa Securities or is not presently a partner, director (except as an independent director)

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- or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Company under such circumstances as prescribed by Bursa Securities.
- vii. Has not engaged in any transaction with the Company under such circumstances as prescribed by Bursa Securities or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the Company under such circumstances as prescribed by Bursa Securities.
- (a) The appointment of Directors shall be recommended by the Nomination Committee and approved by the Board. Upon appointment, each Director shall be provided with a formal letter setting out the Director's duties, obligations, expected commitment, remuneration package and other entitlement. The letter shall signed by the Chief Executive Officer (“the CEO”) or Executive Chairman on behalf of the Company.
- (b) The Board may appoint a Senior Independent Non-Executive Director (“SID”) 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. In addition, the SID should also act as a sounding board for the Chairman and an intermediary for other directors when necessary.
- (c) The Board shall appoint the Senior Independent Director as the chairman of the Nomination Committee, unless a better candidate is available.
- (d) The positions of the chairman and the CEO should be held by different individuals, and the chairman must be a non-executive member of the Board.
- (e) The Code’s Recommendation 1.5 states that the Board should have procedures to allow its members access to information and advice. The management of the company (“Management”) should supply accurate and complete information to the Board in a timely manner to enable the Board to discharge its duties effectively. Occasions may arise when the Board has to seek legal, financial, governance or expert advice in the course of their duties. The Board should be able to consult advisers and, when considered necessary, to seek independent professional advice. The Board should be entitled to do so at the Company’s expense through an agreed procedure.
- (f) The Company currently does not have a gender diversity policy, although recommended by the Code. The Board welcomes suitably and qualified female Directors to come on the Board subject to the evaluation and assessment by the Nomination and Remuneration Committee following the criteria set by the Code and the LR.

2.2 Directors’ Nomination

Every listed corporation, management company or trustee-manager must ensure that each of its directors, chief executive or chief financial officer has the character, experience, integrity, competence and time to effectively discharge his role as a director, chief executive or chief financial officer, as the case may be, of the listed corporation, or the collective investment scheme.

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All nominations of candidates for the positions of directors and CEO must be submitted to the Nomination Committee for consideration. The Nomination Committee shall base on the guidelines as detailed hereunder before recommending the candidates to the Board for approval:-

- (a) Age limit.
- (b) In accordance with the LR, the Act and any other regulatory compliances.
- (c) Work Experience.
- (d) Qualifications.
- (e) Personal Background.
- (f) Competencies.
- (g) Directorship.

2.3 Tenure of Directors

Articles 97 of the Company's Constitution provides that every newly appointed Director shall be subjected to re-election at the Company's next Annual General Meeting ("AGM") subsequent to their appointment. Furthermore, one third (1/3) of the Board (including the Managing Director) shall retire from office and be eligible for re-election at every AGM, and all Directors shall submit themselves for re-election once at least every three (3) years.

The tenure of an Independent Director shall be for a cumulative term of nine (9) years from appointment as an Independent Director. Where the Board is of the view that an Independent Director should continue beyond the nine (9) year tenure, the Board must justify and seek shareholders' approval annually. For a Director retained as an Independent Director after the twelfth year, the Board shall seek shareholders' approval annually through a two-tier voting process as provided under the MCCG.

2.4 External Board Appointments

Any Board member, whilst holding in office, is at liberty to accept other board appointments so long as the appointment is not in conflict with the business of the Company and does not detrimentally affect the Director's performance as a Board member. All such appointments must first be notified to the Chairman before being accepted. The notification should include an indication of time that will be spent on the new appointment.

3. ROLES AND RESPONSIBILITIES

3.1 Roles and Responsibilities of the Board

The Board shall lead and manage the Company in an effective and responsible manner and all the Directors have an equal responsibility for the Group's operations and corporate accountability.

The Board shall have all powers necessary for managing and for directing and supervising the management of the business and affairs of the Company subject to the limitation of the Act or the Company's Constitution.

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- the business and affairs of a company must be managed by or under the direction of the board of directors.
- the board of directors has all the powers necessary for managing and directing and supervising the management of the business and affairs of the company.

The Board recognises the following specific roles and responsibilities:-

- (a) Establishing and reviewing the strategic direction and plans of the Company.
- (b) Monitoring the implementation of strategic plans by Management.
- (c) Timely review and approve all quarterly and annually financial statements for declaration to the Bursa Securities and stakeholders. The Audit Committee reviews and recommends the financial statements prior to presentation to the Board.
- (d) Overseeing and evaluating the conduct of the businesses of the Company.
- (e) Evaluate performance of the Management in accordance pre-determined set of performance measurement.
- (f) Identifying and evaluating business risk and ensure implementation of a managed sound risk management framework.
- (g) Reviewing the adequacy and integrity of the internal control system and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines.
- (h) To review and oversee the appointment, resignation or termination of Directors, Company Secretaries, Auditors and key management are properly carried out and documented.
- (i) Ensure establishment of succession plans for the Board members and senior management.
- (j) Ensure the Board is supported by at least a suitably qualified and competent Company Secretary to whom shall have advice on compliance with applicable laws and any amendment to the laws and regulations related to the listing.
- (k) Formalise ethical standards of conduct through a Code of Conduct for Directors and Management and ensure compliance.
- (l) Developing and implementing investors' relations programme, a shareholders or stakeholders communication policy and ensure the Company's strategies to promote sustainability.

3.2 Roles and Responsibilities of the Chairman of the Board

Chairman shall be appointed from amongst the Board members to head the orderly conduct and function of the Board in accordance with the Company's Constitution.

The Chairman shall serve the roles and responsibilities which include: -

- Providing leadership for the Board so that the Board can performs its responsibilities effectively;
- Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- Leading Board meetings and discussions;
- Encouraging active participation and allowing dissenting views to be freely expressed;
- Managing the interface between Board and Management;

- Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and leading the Board in establishing and monitoring good corporate governance practices in the Group.

3.3 Roles and Responsibilities of the Chief Executive Officer

The CEO has overall executive responsibility for day-to-day business operations and the implementation of the Board's policies, corporate objectives, performance targets and long-term goals and making operational decisions.

The CEO is responsible for ensuring the provision of accurate, timely and clear information relating to business and financials to the Board of Directors. All Board authorities conferred on the Management is delegated through the CEO and this will be considered the Managing Director's authority and accountability as far as the Board is concerned.

3.4 Roles and Responsibilities of the Independent Non-Executive Directors

The Independent Non-Executive Directors shall provide independent judgment and objectivity and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company. The Independent Non-Executive Directors help to ensure that the interests of all shareholders and not only the interests of a particular group and that all relevant matters and issues are objectively and impartially considered by the Board.

The Independent Non-Executive Director, amongst others, shall serve the roles and responsibilities include:-

- (a) Provide independent judgment and participate actively in meetings, giving independent views in a constructive manner and bringing an element of objectivity to the Board's decision making.
- (b) Provide a check and balance to the Board.

3.5 Roles and Responsibilities of the Senior Independent Non-Executive Director

The Senior Independent Non-Executive Director shall serve the roles and responsibilities which include: -

- (a) Ensure all Independent Non-Executive Directors have an opportunity to provide input on the agenda and advise the Chairman on the quality, quantity and timeliness of the information submitted by the Management that is necessary or appropriate for the Independent Non-Executive Directors to perform their duties effectively.
- (b) Consult the Chairman regarding Board meeting schedules to ensure the Independent Non-Executive Directors can perform their duties responsibly and with sufficient time for discussion of all agenda items.
- (c) Serve as the principal conduct between the Independent Non-Executive Directors and the Chairman on sensitive issues.

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- (d) 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 and the CEO.

3.6 Roles and Responsibilities of the Non-Independent Non-Executive Directors

The Non-Executive Directors shall serve the roles and responsibilities which include: -

- (a) Provide relevant checks and balances, focusing on shareholders and stakeholders interests and ensure that high standards of corporate governance are applied.
- (b) Assist in an environment that allows the expression of disagreement when discussing strategic issues.

3.7 Roles and Responsibilities of Company Secretary

The Company Secretary shall be a person who is qualified pursuant to Companies Act 2016 and competent in carrying his/her duties. The appointment and removal of the Company Secretary shall be decided by the Board.

The roles and responsibilities of a Company Secretary include, but are not limited to the following:-

- Manage all Board and committee meeting logistics, attend and record minutes of all Board and committee meetings and facilitate board communications;
- Advise the Board on its roles and responsibilities;
- Facilitate the orientation of new directors and assist in director training and development;
- 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; and
- Serve as a focal point for stakeholders' communication and engagement on corporate governance issues.
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The Directors shall have unlimited access to the services of the Company Secretary.

4. BOARD COMMITTEES

To assist the Board in the discharge of its duties effectively, the Board has delegated certain functions to the following Committees, each operating within clearly defined terms of reference:-

- (a) Audit Committee.
- (b) Nomination Committee.
- (c) Remuneration Committee.
- (d) Risk Management Committee.

4.1 Audit Committee

The Audit Committee shall be appointed by the Board from amongst their members. The membership of Audit and Risk Management Committee shall consist of not less than 3 members, the majority of whom shall be Independent Directors. The Chairman of the Committee shall be an Independent Non-Executive Director.

The Audit and Risk Management Committee took the task of reviewing the process of preparing and implementation of internal procedures, finding solutions and providing avenues for mitigating the elements of risk and maintaining control. In every financial quarter, the Audit and Risk Management Committee assumes the task of reviewing the draft announcements for the Group's financial results.

The Audit and Risk Management Committee acknowledged the establishment of internal audit function in the Group. This is to ensure its independence in discharging its duties and responsibilities. The fulfillment of internal audit function in the Group is not confined to, but includes:-

- (a) Appraising the effectiveness and application of administrative and financial controls and the reliability and integrity of data that is produced within the Group.
- (b) Evaluating the adequacy and ascertaining the level of compliance with the Group's policies, plans, procedures and compliance with laws and regulations.
- (c) Ascertaining the adequacy of controls for safeguarding Group's assets from losses of all kinds and as appropriate, verifying the existence of such assets.
- (d) Reviewing the operations of the Group as a whole from the point of view of the economy, efficiency and effectiveness with which resources are employed and making cost effective recommendations to the Management.
- (e) Conducting special review or investigations required by the Management or by the Audit and Risk Management Committee of the Board.

4.2 Nomination Committee

The Nomination Committee shall comprise at least three (3) members who shall be wholly Non-Executive Directors, a majority of whom shall be Independent Directors. The roles and responsibilities of the Nomination Committee are provided in its Terms of Reference. In identifying candidates for appointment of Directors, the Board will not solely rely on recommendations from the Nomination Committee, members of the Board, the Management or major shareholders but will also utilise independent sources to identify suitably qualified candidates.

4.3 Remuneration Committee

The Remuneration Committee shall comprise at least three (3) members all of whom shall be Non-Executive Directors and a majority of whom shall be independent. The roles and responsibilities of the Remuneration Committee are provided in its Terms of Reference.

4.4 Risk management Committee

The Risk Management Committee shall comprise at least three (3) members, at least two of whom must be independent Non-Executive Directors. The Board shall appoint an independent Non-Executive Director from amongst one of these members as the Chairman of the Committee. The roles and responsibilities of the Risk Management Committee are provided in its Terms of Reference.

5. THE BOARD MEETING

The Chairman shall ensure that the Board meets on a regular interval throughout the financial year and shall have processes of meeting include: -

- (a) A structured formal agenda and Board meeting papers relating to the agenda are circulated to all Directors at least 5 working days before each Board meeting.
- (b) The Constitution of the Company stipulates the procedures for convening board meetings and the size and required attendance for the Board's quorum.
- (c) Board meeting agendas shall be the responsibility of the Chairman with input from the Board and/or the Company Secretary.
- (d) The Company Secretary shall be appointed as Secretary of the Board Meeting and minutes of meetings shall be taken and signed by the Chairman of the Board Meeting.
- (e) Board minutes of each Board meeting are kept by the Company Secretary and are available for inspection by any director during office hours.
- (f) The Board and Board Committees are also allowed to carry out the resolution by way of circulation.
- (g) Individual directors must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the LR.
- (h) The participation of the director can be facilitated by means of video or telephone conferencing.
- (i) The relevant management personnel may be invited to attend the Board meetings.

6. CONTINUING EDUCATION PROGRAMMES

The Code's Recommendation 4.2 states that the Board should ensure its members have access to appropriate continuing education programmes.

Newly appointed Directors is compulsory to attend the Mandatory Accredited Programme ("MAP") prescribed by the LR and also are invited to attend an in-house orientation programme which is usually conducted after their effective appointment date.

The Directors shall continue to attend relevant training programmes conducted by external experts. The Management shall, from time to time, provide updates regarding any latest amendments pertaining to the LR and statutory provisions or new regulations and accounting standards imposed by the relevant authorities.

7. DIRECTORS' REMUNERATION

The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve these goals.

The level of remuneration for the Executive Directors is determined by the Remuneration Committee after giving due consideration to the compensation levels for comparable positions among other similar industry. The Director concerned shall abstain from deliberation and voting on his/her own remuneration.

No director other than Executive Directors shall have a service contract with the Company.

A formal independent review of the directors' remuneration is undertaken no less frequently than once every three (3) years.

8. BOARD EVALUATION AND PERFORMANCE

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

The Audit and Risk Management Committee shall also be reviewed by the Nomination Committee to ascertain its performance and effectiveness on an annual basis.

The Board as a whole shall review the performance and effectiveness of the Nomination Committee on an annual basis.

9. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

The Board is mindful on the importance of maintaining proper corporate disclosure procedures with the aim to provide shareholders and investors with comprehensive, accurate and quality information on a timely basis.

The Company's website incorporates an Investor Relations ("IR") section which provides all relevant information on the Company and is accessible by the public. This section enhances the IR function by including all announcements made by the Company, annual reports, board charter and the corporate and governance structure of the Company. The Company will enhance the disclosures on its website for broader and effective dissemination of information to its stakeholders from time to time.

In addition to the above, time will be allocated during annual general meetings for dialogue with shareholders to address issues concerning the Company. From the Company's perspective, the annual general meetings also serve as a forum for the Directors and the Management to engage with the shareholders personally to understand their needs and seek their feedback. The Board welcomes questions and feedback from shareholders during and at the end of shareholders' meeting and ensures their queries are responded in a proper and systematic manner.

10. RELATIONSHIP WITH OTHER STAKEHOLDERS

The board should ensure that the company's strategies promote and sustainability and to incorporate environment, social and governance in boardroom decision-making. As the Board believes the Company can prevail by maximising the shareholders' value and the needs and interests of other stakeholders. In carrying out the objectives of sustainability, the Board continuously review and update policies relating to:-

10.1 Employees

The Company provides training and skills enhancement programs to its employees from time to time due to the Company's strong emphasis on distribution of the products/network.

10.2 Environment

The Board recognises the need to safeguard and minimise the impact to the environment in the course of achieving the Group's corporate objectives. The Board supports initiatives on environmental issues and abide by all environmental impact laws and regulations in the course of its projects.

10.3 Social Responsibility

The Board acknowledges that the Company should play an important role towards the welfare of the community in which it operates. The Board shall support charitable causes and initiatives on community development projects.

This Board Charter was adopted by the Board since listed in ACE Market.

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