

**HIAP TECK VENTURE BERHAD**  
(Company No. 421340-U)

**BOARD CHARTER**

# HIAP TECK VENTURE BERHAD

## BOARD CHARTER

\*\*\*\*\*

---

<b>TABLE OF CONTENTS</b>	<b>Page No.</b>
<b>1. OBJECTIVE</b>	1
<b>2. BOARD STRUCTURE</b>	1
2.1 Composition and Board Balance	1
2.2 Appointment & Re-election	1
2.3 Independence of Director	2
2.4 Tenure of Independent Director	2
<b>3. BOARD PERFORMANCE</b>	3
<b>4. COMPANY SECRETARY</b>	3
<b>5. BOARD COMMITTEES</b>	3
5.1 Audit Committee	4
5.2 Nominating Committee	4
5.3 Remuneration Committee	4
5.4 Risk Management Committee	4
5.5 Employee Share Option Scheme Committee	4
<b>6. ISSUES AND DECISIONS RESERVED FOR THE BOARD</b>	4
<b>7. DIRECTORS' REMUNERATION</b>	4
<b>8. ROLES AND RESPONSIBILITIES</b>	5
8.1 Role of the Board	5
8.2 Separation of Roles of Chairman and Management	7
8.3 Compliance with laws and internal code of conduct	7
8.4 Declaration of Interests	7

# HIAP TECK VENTURE BERHAD

## BOARD CHARTER

\*\*\*\*\*

---

<b>TABLE OF CONTENTS (Continued)</b>	<b>Page No.</b>
<b>9. FINANCIAL REPORTING</b>	<b>8</b>
9.1 Transparency	8
9.2 Company Auditors	8
9.3 Internal Controls and Risk Management	8
<b>10. BOARD PROCESSES</b>	<b>9</b>
10.1 Board Meetings	9
10.2 Minutes and Resolutions	9
10.3 Notices and Board Papers	10
10.4 Access to Information and Independent Professional Advice	10
<b>11. DIRECTORS' TRAINING AND CONTINUING EDUCATION PROGRAMMES</b>	<b>10</b>
<b>12. THE BOARD'S RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS</b>	<b>10</b>
<b>13. THE BOARD'S RELATIONSHIP WITH OTHER STAKEHOLDERS AND EMPLOYEES</b>	<b>11</b>
<b>14. ENVIRONMENT AND SOCIAL RESPONSIBILITY</b>	<b>11</b>
14.1 Environment	11
14.2 Social Responsibility	12
<b>15. DIRECTORS' CODE OF ETHICS AND CONDUCT</b>	<b>12</b>
<b>16. REVIEW OF BOARD CHARTER</b>	<b>12</b>
<b>17. PUBLICATION OF BOARD CHARTER</b>	<b>13</b>

## **1. OBJECTIVE**

This Board Charter sets out the principles for the operation of the Board of Directors of the Company to enable all Board members to be aware of their roles, duties and responsibilities and that the principles and practices of good Corporate Governance are applied to effectively discharge their role as directors of the Company.

## **2. BOARD STRUCTURE**

### **2.1 Composition and Board Balance**

- The Board embraces diversity in its composition with a view to widen the Board's perspectives in effectively discharging its roles, duties and responsibilities.
- Members of the Board are expected to have appropriate knowledge, skills and experience to contribute effectively to the Board and are able to allocate sufficient time and attention to the affairs of the Company.
- The Malaysian Code on Corporate Governance 2017 ("the Code") states that at least half of the Board members are Independent Non-Executive Directors, subject to the Board's overall composition being in compliance with the Main Market Listing Requirements ("MMLR") which the Board shall comprise not less than two (2) Directors or at least one-third (1/3) of the Board of Directors are Independent Directors.
- If the Chairman is not an Independent Director, the Board shall comprise a majority of Independent Directors.
- The Independent Directors shall provide independent judgment, experience and objectivity without being subordinated to operational considerations.
- The Independent Directors shall assist to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes shall clearly reflect this.

### **2.2 Appointment and Re-election**

- The appointment of a Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee.
- All newly appointed Directors shall retire and be eligible for re-election at the Annual General Meeting following their first appointment. At each Annual General Meeting, one third (1/3) of the Directors shall retire by rotation from office and be eligible for re-election and that all directors shall submit themselves for re-election once every three (3) years.
- Further, all Board members are required to notify the Chairman of the Board before accepting new directorships outside the Group and indicating the time that will be spent on the new directorship. Similarly, the Chairman of the Board shall also do likewise before taking up any additional appointment of directorships.

- The evaluation of the Board and each individual director, including the Chairman, will be performed annually.

### **2.3 Independence of Director**

- An Independent Director is independent of management, the major shareholders and free from any relationship or transaction which could materially interfere with the exercise of his independent judgment or his ability to act in the best interest of the Company.
- A Director is considered to be independent if he satisfies the provisions of the Main Market Listing Requirements.
- The Board shall appoint a senior independent director to whom concerns relating to the Company and the Group can be conveyed.
- No former key audit partner to the Group's audit shall be appointed as a member of the Audit Committee except for after a cooling off period of at least two (2) years.
- No alternate director is appointed as a member of the Audit Committee
- The presence of the independent directors is to provide the required check and balance on the decision making process of the Board. The significant contributions of the independent directors in the decision making process is evidenced in their participation as members of the various committees of the Board.
- Independent Non-executive directors are not involved in the day-to-day management of the Group but they will contribute their particular expertise and experience in developing the business strategy. Their various roles in the Board Committees also contribute towards the enhancement of corporate governance and controls within the Group.
- The Board assesses the independence of the Independent Directors annually.

### **2.4 Tenure of Independent Director**

- The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue, to serve on the Board subject to the Director's re-designation as a Non-Independent Director.
- The Board 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 for a consecutive or cumulative term of nine (9) years to remain as an Independent Director subject to Shareholders' approval with justification given.

### **3. BOARD PERFORMANCE**

- The Board reviews and evaluates its own performance and the performance of its Committees on an annual basis against both measurable and qualitative indicators.

### **4. COMPANY SECRETARY**

- The Board is supported by a suitably qualified and competent Company Secretary to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.
- The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed.
- The Company Secretary provides guidance to the Board on matters pertaining to the Board's responsibilities in order to ensure that they are effectively discharged within relevant legal and regulatory requirements.
- The Company Secretary must keep abreast of, and inform, the Board of current governance practices.
- The Company Secretary maintains all secretarial and statutory records of the Company
- The appointment or the removal of the Company Secretary is a matter for the Board as a whole.

### **5. BOARD COMMITTEES**

- The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities.
- Each Committee has its own specific terms of reference as approved by the Board. The powers and authority delegated to these Committees are also set out in the terms of reference of each of the Committees. The terms of reference of the Committees will be reviewed periodically and amended accordingly after approval by the Board. The terms of reference of the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management Committee and the Employee Share Option Scheme ("ESOS") Committee are found in the Company's website at [www.htgrp.com.my](http://www.htgrp.com.my).
- The Board may also establish and delegate specific functions to ad hoc committees as and when required.
- The evaluation of the committees and its members, including their Chairman thereof, will be performed annually by the Nominating Committee. In particular, the Nominating Committee will review the terms of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.
- The Board has established the following Committees to assist the Board in the execution of its duties. The Chairman of the various Committees will report to the Board on the outcome of the Committee meetings:-

## **5.1 Audit Committee**

The Audit Committee assists the Board in regard to financial reporting, disclosure, regulatory compliance and monitoring internal control processes within the Group. The Audit Committee reviews the quarterly financial results, unaudited and audited financial statements, internal and external audit reports as well as related party transactions.

## **5.2 Nominating Committee**

The Nominating Committee assists the Board with regard to Board's appointments, re-elections and performance, Committee membership, succession of the Executive Director and Senior Management, annually reviews the required mix of skills, experience, training needs and other requisite qualities of Directors, annual assessment of the effectiveness of the Board as a whole, its Committees and contribution of each individual Director as well as identifying candidates to fill board vacancies, and nominating them for approval by the Board. The Nominating Committee will also review the Group's Diversity Policy particularly in relation to ethnicity, age and gender.

## **5.3 Remuneration Committee**

The Remuneration Committee assists the Board by recommending the remuneration packages of each individual Executive Directors, Non-Executive Directors and Senior Management to ensure that the remuneration packages are sufficiently competitive to attract and retain the invaluable talents and human resources.

## **5.4 Risk Management Committee**

The Risk Management Committee oversees the identification, monitoring and control of all risks faced by Company. It provides assurance to the Board that risk control measures and mitigation actions are in existence and continually reviewed.

## **5.5 Employee Share Option Scheme ("ESOS") Committee**

The ESOS Committee assists the Board in fulfilling its responsibilities for its ESOS by administering the ESOS scheme, do all acts and things and in such manner as it, in its discretion, deems fit and enter into any transaction, agreement, deed, document or arrangement and make such rules and regulation, impose such terms and conditions, which are to be done by the Board of Directors pursuant to the By-Laws of the ESOS scheme.

## **6. ISSUES AND DECISIONS RESERVED FOR THE BOARD**

Key matters reserved for the Board for decision includes the following:

- Set and review limits of authority and clearly defined roles and terms of reference for the various Board Committees, the Executive Directors and any senior management personnel.
- Approval for establishment, acquisition or disposal of businesses which represents a significant diversification from the Group's existing business activities
- Declaration of dividends
- Approval of accounting policies of the Group and the financial statements

- Approval of major capital investments and disposal of tangible assets beyond the authority levels delegated to the Board Committees and Senior Management
- Approval for borrowings/financing other than in the ordinary course of the Group's activities
- Corporate restructuring or exercises
- Change of name of any subsidiary companies within the Group
- Approving changes to corporate organization structure
- Approving policies relating to corporate branding, public relations, investors relation and shareholder communication programs.

Regular matters tabled for the Board's information and deliberation for the year include business performance updates, unaudited quarterly results, reports on operations from operational divisions, business plan and budget, dealings by directors on the Company's securities, regulatory updates, human resource related updates, new business developments and other potential businesses amongst other non-regular items which comprised corporate proposals and projects.

## **7. DIRECTORS' REMUNERATION**

- Directors' remuneration is determined at levels which would continue to attract and retain Directors of such caliber to provide the necessary skills and experience as required and commensurate with the responsibilities for the effective management and operations of the Group.
- For the Executive Director, the component parts of remuneration are structured so as to link short and long-term rewards to corporate and individual performance.
- The Non-Executive Directors receive a fixed fee and other benefits, and shall be approved or disapproved by the General Meeting based upon a proposal of the Board.
- The fees of the individual Board members of the Company are disclosed in the annual report.

## **8 ROLES AND RESPONSIBILITIES**

### **8.1 Role of the Board**

- The Board shall assume ultimate accountability and responsibility for the performance and affairs of the Company and shall in so doing effectively represent and promote the legitimate interests of the Company and its shareholders. The Board, at all times, shall retain full and effective control over the Company and shall direct and supervise the business and affairs of the Company.
- The Board shall ensure that the Company has in place appropriate processes for risk assessment, management and internal controls and monitoring performance against agreed benchmarks. The Board shall work with Senior Management as collaborators in advancing the interests of the Company.
- The Board has delegated certain responsibilities to committees which operate in accordance with the Charter approved by the Board and delegated the day to day



management of the Company to the Executive Directors subject to an agreed authority limit.

- The duties and responsibilities of the Board include, inter-alia, the following:-
  - (1) Promote together with senior management good corporate governance culture within the Company which requires ethical, prudent and professional behaviour.
  - (2) Oversee and monitor the conduct of the businesses and financial performance of the Company and the Group;
  - (3) Review, challenge and decide on management's proposals for the Company, and monitor its implementation by Management.
  - (4) Review and adopt budgets and financial results of the Company and the Group, monitor compliance with applicable accounting standards and the integrity and adequacy of financial information disclosure;
  - (5) Ensure that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environment and social consideration underpinning sustainability.
  - (6) Review and approve any major corporate proposals, new business ventures or joint ventures of the Group as well as material acquisitions and disposal of undertakings and/or assets in the Group;
  - (7) Identify principal risks and assess the appropriate risk management systems to be implemented to manage these risks;
  - (8) Understand the principle risks of the Company's business and recognise that business decisions involve the taking of appropriate risks.
  - (9) Review and determine the adequacy and integrity of the internal control and management information systems of the Company and the Group;
  - (10) Establish and oversee a succession planning programme for the Company and the Group including the remuneration and compensation policy thereof;
  - (11) Supervise and assess management performance to determine whether the business is being properly managed.
  - (12) Establish, review and implement corporate communication policies with the shareholders and investors, other key stakeholders and the public;
  - (13) Develop a corporate code of conduct to address, amongst others, any conflicts of interest relating to directors, major shareholders and/or management.
  - (14) Implement together with Management its policies and procedures preventing the abuse of power, corruption, insider trading and money laundering.

## **8.2 Separation of Roles of Chairman and Management**

- There is a clear demarcation of roles and responsibilities between the Chairman and the Executive Deputy Chairman to ensure a balance of power and authority.
- The Chairman of the Company is an independent non-executive director. The Chairman's main responsibility is to ensure effective conduct of the Board and Board meetings, and leads the Board in oversight of the Management to ensure integrity and effectiveness of the governance process of the Board
- The Chairman is elected by the Board and will preside at all Board meetings and general meetings of the Company. The Chairman will ensure that procedural rules are followed in the conduct of meetings and that decisions made are formally recorded and adopted. The duties and responsibilities of the Chairman of the Company are as set out in Guidance 1.2 of the MCCG 2017 which are as follows:
  1. providing leadership for the board so that the board can perform its responsibilities effectively;
  2. setting the board agenda and ensuring that board members receive complete and accurate information in a timely manner;
  3. leading board meetings and discussions;
  4. encouraging active participation and allowing dissenting views to be freely expressed;
  5. managing the interface between board and management;
  6. ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the board as a whole; and
  7. leading the board in establishing and monitoring good corporate governance practices in the company.
- The Executive Deputy Chairman provides executive leadership and, with the assistance of the Executive Directors, is focused on the implementation of the Board's policies, strategies and decisions as well as supervising the operations of the Company and the development and implementation of its business plan.

## **8.3 Compliance with laws and internal code of conduct**

- The Directors must comply with all relevant requirements of law, including those set out in the Companies Act, 2016 and relevant common law duties.
- In addition, all Directors must comply with the Code of Ethics and Conduct developed and approved by the Board from time to time.

## **8.4 Declaration of Interests**

- Every director shall declare in writing to the Secretary of the Board of Directors the nature and extent of any relationship, arrangement, contract or agreement which creates a duty to or interest in any other entity or individual which may result in a conflict of interest, real or perceived.
- A Director who has an interest, direct and/or indirect, in any matter, business, or transaction ("Matter") shall notify such matter to the Board of Directors in respect of

which the Board will be rendering a decision shall provide written disclosure of the nature and extent of his or her interest to the Secretary of the Board as soon as practicable after the Director becomes aware of his interest.

- A Director who is interested in a Matter concerning him or her shall not be present at or participate in any discussion or vote on the decision regarding that Matter. The disclosure of the director shall be recorded in, or annexed to, the minutes of the meeting at which such disclosure was made.

## **9 FINANCIAL REPORTING**

### **9.1 Transparency**

- The Company aims to present a clear and balanced assessment of the Company's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.
- The Board ensures that the financial statements are prepared to give a true and fair view of the current financial position of the Group and of the Company in accordance with the approved accounting standards.
- The Board is assisted by the Audit Committee to oversee the Group's financing reporting process and the quality of its financial reporting.

### **9.2 Company Auditors**

- The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company Auditors through its Audit Committee.
- The Audit Committee also keeps under review the scope and results of the audit and cost effectiveness and the independence and objectivity of the Company Auditors.
- Appointment of the Company Auditors is subject to the approval of the shareholders at General Meetings. The Company Auditors have to retire during Annual General Meeting every year and be re-appointed for the ensuing year at a remuneration to be agreed by the Board.

### **9.3 Internal Controls and Risk Management**

- The Company has outsourced its internal audit function which critically reviews all aspects of the Company's activities and internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business units and subsidiaries are undertaken on a regular basis.
- The Board ensures the system of internal controls is reviewed on a regular basis.
- The Audit Committee receives reports regarding the outcomes of such reviews on a regular basis.

## **10. BOARD PROCESSES**

### **10.1 Board Meetings**

- The Board shall meet regularly, at least four (4) times a year on quarterly basis, with additional meetings convened as and when necessary. A schedule of the regular meetings will be provided to the Directors well in advance. The proceedings of the Board will be governed by the Company's Constitution. The Chairman, at his discretion, may invite the senior management or other senior executives or professional advisers to attend and to be heard at the Board meetings.
- A quorum for a meeting of the Board is two (2) Directors.
- Actions on all matters arising from any meeting are reported at the following meeting.
- The Board may invite external parties such as auditors (both internal and/or external auditors), solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the Board Meeting at the discretion of the Board.
- Board members must attend all scheduled meetings of the Board, including meetings called on an ad-hoc basis for special matters unless prior notice, with reasons, has been submitted to the Chairman or Company Secretary. If the Chairman of the Board is absent from a meeting, the directors present must elect one of the directors present to act as chairman.
- Members of the Management who are not Directors may be invited to attend and speak at the meetings on matters relating to their sphere of responsibility.
- Directors are expected to attend Board meetings on which they serve to facilitate the discharge of their responsibilities. Attendance of each individual Director in the meetings held in a financial year is required to be disclosed in the Annual Report.
- In accordance with Article 89(f) of the Company's Articles of Association and Paragraph 15.05 of the Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"), the office of a Director shall become vacant if the Director is absent from more than fifty per cent (50%) of the total Board of Directors' meetings held during a financial year, unless an exemption or waiver is obtained from the Exchange.

### **10.2 Minutes and Resolutions**

- Proceedings of all meetings are minuted and signed by the Chairman of the meeting or by the Chairman of succeeding meeting. Minutes of all Board meetings are circulated to the Directors and approved by the Board at the subsequent meeting. Directors' Circular Resolutions signed by a majority of the Directors are as valid and effectual as if the resolutions had been passed at the meeting of the Directors. The resolutions are to be recorded in the Company's minutes book kept by the Company Secretary.

### **10.3 Notices and Board Papers**

- The Board paper and agenda items shall be circulated at least seven (7) days prior to the meeting.
- Minutes prepared following the Board meeting will be circulated in draft form. The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. Issues discussed in arriving at each Board's decision shall be recorded.

### **10.4 Access to Information and Independent Professional Advice**

- The Directors have unrestricted access to the advice and services of the Company Secretary and Senior Management staff in the Group and may obtain independent professional advice at the Company's expense in the furtherance of their duties and responsibilities as Directors of the Company.

## **11. DIRECTORS' TRAINING AND CONTINUING EDUCATION PROGRAMMES**

- All newly appointed directors will be briefed on the organisation structure, business activities, Company's history, operations and financial control system of the Group. A base visit will also be conducted to enable the newly appointed Directors to have a better understanding of the Group's operations. All new appointed Directors, where applicable, are required to attend the Mandatory Accreditation Programme as required under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- All directors are encouraged to attend continuous education or suitable training programme each year to ensure that each director receives regular briefings and updates on changes in risks, laws and regulations, economic/ industry/ climatic disruption affecting the businesses of the Group, and to continuously upgrade their knowledge and understanding of their roles and responsibilities as directors.
- The Directors shall be regularly updated by the Company Secretary and/or Management on new statutory, corporate and regulatory developments relating to Directors' duties and responsibilities or the discharge of their duties as Directors of the Company.
- Directors are expected to undertake any necessary continuing professional education to enable them to discharge their duties and to keep abreast of relevant changes in laws and regulations and the development in the industry.
- The Board shall assess the training needs of the Directors from time to time and will ensure Directors have access to continuing education programme.

## **12. THE BOARD'S RELATIONSHIP WITH SHAREHOLDERS AND INVESTORS**

- The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders, Investors and the general public.
- The Board shall ensure that the General Meetings of the Company are conducted in an efficient manner and serve as a principal forum for dialogue with the shareholders.

- The Board shall focus its efforts on the following best practices to enhance the effectiveness of general meetings:-
  - (i) encourage full participation of shareholders at all Annual General Meetings to ensure a high level of accountability and discussion of the Company's strategy and goals.
  - (ii) invite the external auditor to attend the Annual General Meeting and be available to answer shareholders' questions.
  - (iii) 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.
  - (iv) ensure poll voting on all resolutions table to the general meeting and make an announcement of the detailed results showing the number of votes cast for and against each resolution.
  - (v) for re-election of Directors, ensures that the notice of meeting state which Directors are standing for election or re-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 the board committees and the fact that a particular Director is independent.
  - (vi) 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.
- The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements made during the year.
- The Company's website provides easy access to corporate information pertaining to the Company and its activities and is continuously updated.

### **13. THE BOARD'S RELATIONSHIP WITH OTHER STAKEHOLDERS AND EMPLOYEES**

- The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the vision and mission of the Company.
- The Company should at all times promote professionalism and improve the competency of management and employees and should ensure adequate safety measures and provide a safe and healthy working environment of all employees at the workplace.

### **14. ENVIRONMENT AND SOCIAL RESPONSIBILITY**

#### **14.1 Environment**

- The Board acknowledges the need to safeguard and minimize the impact to the environment in the course of achieving the Company's vision and mission.
- The Company supports initiatives on environmental issues.

## 14.2 Social Responsibility

- The Board acknowledges that the Company should play a vital role in contributing towards the welfare of the community in which it operates.
- The Company supports charitable causes and initiative on community development projects.

## 15. DIRECTORS' CODE OF ETHICS AND CONDUCT

### 15.1 The Board is required to observe the Directors' Code of Ethics and Conduct as follows:-

- (a) A director must act honestly, in good faith and in the best interest of the Company as a whole.
- (b) A director has to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- (c) A director must use the powers of office for a proper purpose, in the best interests of the Company as a whole.
- (d) A director must recognise that the primary responsibility is to the Company's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of the Company.
- (e) A director must not make improper use of information acquired as a director.
- (f) A director must not take improper advantage of the position of director.
- (g) A director must not allow personal interests, or the interest of any related parties, to conflict with the interests of the Company.
- (h) A director has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
- (i) Confidential information received by a director in the course of the exercise of his duty and responsibility as a director of the Company remains the property of the Company and it is improper to disclose or use it, or allow it to be disclosed or used, unless that disclosure or use has been authorised by the Company, or the person from whom the information is provided, or is required by law.

15.2 For further information, the Directors' Code of Ehtics and Conduct can be viewed at [www.htgrp.com.my](http://www.htgrp.com.my).

## 16. REVIEW OF BOARD CHARTER

- The Board shall review this Charter annually to ensure it remains consistent with its objectives and responsibilities and existing regulatory requirements.

**17. PUBLICATION OF THE BOARD CHARTER**

- A copy of the Board Charter is available at the Company's website at [www.htgrp.com.my](http://www.htgrp.com.my).