

AWANBIRU TECHNOLOGY BERHAD BOARD CHARTER

The Board Charter (“**Charter**”) has been developed to highlight Awanbiru Technology Berhad’s (“**Company**”) Board of Directors’ (“**Board**”) commitment to corporate governance. The Charter governs how the Company and its subsidiaries (collectively “**Group**”) conduct its affairs.

The Charter adopts the current ‘*best-practices*’, applicable rules and regulations, processes and procedures to guide the Board in the discharge of its duties and functions. This Charter will serve as a reference and benchmark to facilitate regular assessment of the Board’s performance.

1. PURPOSE OF THE CHARTER

The Charter sets out the roles and responsibilities, membership, composition and operation of the Board. The powers and authorities of the Board are derived from the Constitution of the Company, the Companies Act 2016 and Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”) Main Market Listing Requirements (“**Listing Requirements**”).

2. ROLE OF BOARD

The Board’s primary commitment is to lead and oversee the business of the Company and to ensure that the conduct of the Group’s operations promotes business sustainability, integrity and complies with the relevant law, rules and regulations.

The Board’s roles are:-

- a. to represent and serve the interests of shareholders by overseeing and evaluating the Company’s strategies, policies and performance;
- b. to ensure the shareholders are kept informed of the Company’s performance and major developments affecting its state of affairs;
- c. to review, approve and monitor the strategic business plans, goals and key policies proposed by Management to ensure sustainability and optimisation of long term returns for the Group;
- d. to identify, continuously assessing and managing the principal risks affecting the Group and to ensure the implementation of appropriate systems to manage these risks;
- e. to plan succession, including appointing, training, fixing the remuneration of and where appropriate, replacing senior management of the Group;
- f. to develop and implement an investor relations programme or shareholder

communications policy for the Company;

- g. to review the adequacy and integrity of the Company's internal control and risk management systems as well as management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- h. to determine the remuneration of Executive Directors and Non-Executive Directors of the Group, with the individuals concerned abstaining from discussions of their own remuneration; and
- i. to ensure that the Company has appropriate corporate structures including standards of ethical behaviour as stated in the Directors' Code of Ethics under Appendix B and promoting a culture of corporate responsibility.

The matters listed in the Appendix A are reserved for the decision of the Board and its committees.

3. BOARD MEMBERSHIP GUIDELINES

Composition

The Board shall include a blend of Executive Directors and Non-Executive Directors (including Independent Non-Executive Directors) such that no individual or small group of individuals can dominate the Board's decision making.

In order to fulfill this obligation, the Board shall consist of the following: -

- a. a composition of at least two (2) or one-third of the Board, whichever is the higher, are Independent Directors; and
- b. the members of the Board shall elect among themselves, from the pool of Independent Directors, the post of Chairman.

In the event there are vacancies in the Board that causes non-compliance of item 1(a) above, the vacancies must be filled within three (3) months of the event.

All directors are required to submit themselves to the shareholders for re-election at least once in every three (3) years. The re-election of directors shall take place annually at the Annual General Meeting.

The tenure of an Independent Director shall 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. Otherwise, the Board must provide justification and seek shareholders' approval at the Annual General Meeting in the event it retains the Director as an Independent Director.

Notwithstanding to the abovementioned, the Board should assess the independence and the Independent Director of whom has exceeded a cumulative term of twelve (12) years, should undergo the two-tier voting process in seeking annual shareholders' approval if the Board intends to retain the Director as an Independent Director.

On boardroom diversity, the Board is supportive of the gender boardroom diversity recommended by the MCGG.

The Board shall be responsible for recommending its members to be elected or re-elected or re-appointment by the shareholders.

Chairman

The MCGG recommends that the positions of Chairman and Chief Executive Officer ("CEO") to be held by different individuals where the Chairman is also responsible for the effective performance of the Board.

The key roles and accountabilities of the Chairman include:-

- a. to provide governance in matters requiring corporate justice and integrity;
- b. to manage Board's communications and effectiveness and effective supervision over management;
- c. to create conditions for good decision making during Board's and Shareholders' meetings;
- d. to ensure Board's proceedings are in compliance with good conduct and best practices;
- e. to protect the interest and provide for the information needs of various Stakeholders;
- f. to maintain good contact and effective relationships with external parties, investing public, regulatory agencies and trade associations;
- g. to ensure that quality information to facilitate decision-making is delivered to the Board on timely manner; and
- h. to ensure compliance with all relevant regulations and legislation.

New Board Members

The screening and evaluation process for potential new directors and directors to be nominated for re-election or re-appointment are delegated to the Nomination Committee, whose primary responsibilities are to evaluate, assess and recommend candidates for the Board's approval.

On the appointment of a new director, the new director is required to commit sufficient time to attend to the Company's meetings/matters before accepting his/her appointment to the Board.

In accordance with the MCCG, the directors shall inform the Chairman before accepting new directorship in any public listed company which includes an indication of time that will be spent on the new appointment.

Each newly appointed director shall be briefed on the terms of their appointment, their duties and obligations and on the operations of the Group. Copies of the following shall be provided to the newly appointed director:-

- a. Board Charter;
- b. Constitution;
- c. Directors' Code of Ethics;
- d. Board Committees' composition and terms of reference;
- e. latest business plans;
- f. latest annual reports and financial statements; and
- g. organization chart.

Shareholdings by Board members in the Company

Board members may hold securities in the Company. Board members must strictly comply with the provisions of the Constitution, Listing Requirements, the Directors' Code of Ethics and all relevant legislative and regulatory requirements in respect of dealing of securities in the Company.

4. BOARD STRUCTURES AND PROCEDURES

Board Committees

The Board may from time to time delegate specified matters to Committees of the Board to assist in carrying out its duties and responsibilities and to allow detail deliberation on specific issues. All

such Committees must be provided with written terms of reference which state clearly the extent and limits of their responsibilities and authority, specifically whether they have authority to decide on behalf of the Board or are to report back to the Board.

The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities:-

- a. Audit Committee (“AC”);
- b. Nomination Committee (“NC”);
- c. Remuneration Committee (“RC”);
- d. Risk Management Committee (“RMC”);
- e. Finance & Investment Committee (“FIC”); and
- f. Tender Committee (“BTC”).

The respective Committees' terms of reference are set out in the Appendices C, D, E, F, G and H.

Board Meetings

The Board shall meet at least four (4) times a year and such additional meetings, as the Chairman shall decide in order to fulfill its duties. A quorum shall consist of at least two (2) directors.

The Board members must be supplied with full and timely information such as agenda of the meeting and Board Papers to be circulated to its members prior to each meeting.

The Company Secretaries shall be responsible for keeping the minutes of meetings of the Board and circulating them to each of the members of the Board.

Access to Independent Professional Advice

In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company.

The Company Secretaries

The Board should be supported by a suitably qualified and competent company secretary. The appointment or removal of Company Secretary or Company Secretaries of the Board shall be the prerogative of the Board.

5. RELATIONSHIP OF THE BOARD WITH MANAGEMENT

Access to Management and Information

Board members shall be given unrestricted access to the Company's and Group's management and to the information pertaining to the Company and / or Group including from the Company and / or Group's auditors and consultants.

Position of CEO

The Board will link the Company's governance and management's functions through the Chairman with the CEO. All Board authority conferred on management is delegated through the CEO so that the authority and accountability of management is considered to be the authority and accountability of the CEO so far as the Board is concerned.

Management Authorities

The CEO shall act in accordance with the authorities delegated to him by the Board.

The assets of the Group shall be adequately maintained and protected, and not unnecessarily placed at risk.

The CEO shall within the specific authorities delegated to him by the Board, establish a Management Committee comprising certain key management staff who shall be responsible, within the limits of authority determined and powers delegated by the Board from time to time.

The terms of reference of the Management Committee is as attached in Appendix I.

Leadership Development

There shall be a periodic report from the CEO to the NC and/or Board on succession planning of the senior management.

6. DIRECTORS REMUNERATION

The Board will determine the level of remuneration of Board members, taking into consideration the recommendations of the RC.

Directors' remuneration is generally determined at levels which would continue to attract and retain high caliber directors.

7. BOARD AND MEMBERS ASSESSMENT

The Chairman keeps under review, informally, the contributions made by Board members. The NC is given the task to review annually the activities and effectiveness of the Board and the Board members. The Chairman of the NC oversees the overall evaluation process.

The NC is required to report annually an assessment of the Board's and its Committees' performance. The assessment report together with the report on the Board balance (the required mix of skills and experience and other qualities) will be discussed with the full Board. This exercise is carried out after the end of each financial year or such other time as may be deemed appropriate.

In addition to the above annual assessments, the performance of the CEO is assessed based on the Key Performance Indicators approved by the Board.

8. RELATIONSHIP BETWEEN THE BOARD AND SHAREHOLDERS, INSTITUTIONAL INVESTORS, PRESS, CUSTOMERS, ETC.

The Board will use its best endeavour to familiarize itself with issues that are of concern to the shareholders.

The Board believes that the management speaks for the Group. Nevertheless, individual Board member may, from time to time, at the request of management, meet or otherwise communicate with various constituencies that are involved with the Group. Comments from the Board, if appropriate in most circumstances, shall come from the CEO.

The Board shall at its Annual General Meeting facilitate communications with shareholders to discuss the business direction and performance of the Company.

The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in Listing Requirements.

The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Board Charter and the Annual Report

9. REVIEW OF BOARD CHARTER

The Board shall ensure that the Board Charter be kept under review from time to time to ensure its consistency with the Board's objectives and responsibilities.

10. DIRECTORS' TRAINING & CONTINUING EDUCATION PROGRAMME

Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Malaysia. In addition, Directors are required to attend relevant training courses/ seminars at periodic intervals to keep them updated on developments pertaining to the oversight function of Directors as well as technical matter, for example, financial reporting standards, tax budgets, etc. The NC shall recommend on the continuous education training programme for Directors.

The costs of the induction, mandatory accreditation programme and/ or continuing education program shall be borne by the Company.

All trainings attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any of the trainings shall also be disclosed.

MATTERS RESERVED FOR COLLECTIVE DECISION OF THE BOARD OR ITS COMMITTEES

Matters which are specifically reserved for the Board or its Committees include, inter alia, the following:-

- a. appointment and recommendation for removal of directors and/or Auditors;
- b. appointment of Board Committees and members;
- c. approval of terms of reference of Board Committees and amendments to such terms;
- d. appointment/removal of senior executive positions and executive directors of the Company and their duties and the continuation (or not) of their service;
- e. establishment of Board Committees, their membership and delegated authorities;
- f. approval of interim dividend and recommendation of final dividend for shareholders' approval;
- g. review of corporate governance;
- h. approval of annual business plan and the Company's scorecard;
- i. approval of major capital expenditure, acquisitions and divestitures in excess of authority levels delegated to management;
- j. calling of meetings of shareholders;
- k. review of whistle blowing reports; and
- l. any other specific matters nominated by the Board from time to time.

DIRECTORS' CODE OF ETHICS

The Directors are required to observe the Directors' Code of Ethics, which are as follows:-

- a. to comply with this Code of Ethics and the Board Charter;
- b. to observe high standards of corporate governance at all times during their tenure as the directors of the Company;
- c. to act in good faith and in the best interests of the Company and Group;
- d. to avoid abuse information gained in the course of duties for personal gain or for political purposes, nor seek to use the opportunity of the service as directors to promote their private interests or those of connected persons, firms, businesses or other organisations;
- e. to ensure that the Group's resources are properly safeguarded and the Company conducts its operations as economically, efficiently and effectively as possible at all times; and
- f. to declare any personal, professional or business interests that may conflict with directors' responsibilities. Guidance on declaration and registration of interests is given in the section entitled "Declaration of Interests" below.

Declaration of Interests

Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, members of the Board are required to notify the Company Secretaries, changes in the following:-

- a. shareholding in the Company and its related corporations, whether direct or indirect: and
- b. directorships or interests in any other corporations.

In addition to the above, member of the Board who has a material interest, either directly or through a partner, spouse or close relative, in matters being considered by, or likely to be considered by the Board shall declare that interest. Such declarations shall describe the interest clearly and state whether it carries direct or indirect financial benefits. This requirement also applies to members of senior management.

Board members shall not accept positions on Board Committees or working groups where a conflict of interest is likely to arise, without first declaring that interest.

Relevant interests in this context are as follows:-

- a. executive and non-executive directorships of, significant shareholdings in, or employment

by, public or private companies likely or possibly seeking to do business with the company;

- b. ownership or part-ownership of, or employment by, businesses or consultancies likely or possibly seeking to do business with the Company.

Register of Interests

The Companies Act 2016 requires that a formal register of interests be established. The register shall include details of all directorships in public companies and subsidiaries of public companies.

The register shall be kept by the Company Secretaries at the registered office.

Conduct in Meetings

Any Board member who has a clear and substantial interest in a matter under consideration by the Board shall declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the register. The Board member concerned shall withdraw from the meeting during the relevant discussion or decision.

Guidelines of Acceptance of Gifts

The following set out guidelines on acceptance of gifts: -

- a. the conduct of individuals must not create suspicion of any conflict between their position as a member of the Board and any private interest;
- b. Board members acting as such must not give the impression that they have been influenced by a benefit to show favour or disfavour to any person or organization having dealings with the Company;
- c. Board members must not accept any benefit as an inducement or reward for taking any action (or specifically not taking any action) in their official capacity as a Board member; and
- d. gifts other than of token value shall generally be refused.

 <p>awantec AwanBiru Technology Berhad</p>	<h2>AUDIT COMMITTEE TERMS OF REFERENCE</h2>
1	<p>OBJECTIVES</p> <p>The objective of the Audit Committee is responsible for: -</p> <ul style="list-style-type: none"> • reviewing reports from internal and external auditors to validate scope, evaluate existing policies, establish audit quality and ensure compliance with the company's policies. • ensuring that proper processes and procedures are in place to comply with all laws, rules and regulations, directives and guideline established by the relevant regulatory bodies.
2	<p>COMPOSITION</p> <ol style="list-style-type: none"> 1. The Audit Committee comprises at least three Directors, solely of Independent Non-Executive Directors. The members of the Audit Committee shall elect a Chairman from amongst themselves. 2. The Head of Internal Audit or the Company Secretary shall be the Secretary of the Audit Committee. At least one member of the Audit Committee shall be:- <ul style="list-style-type: none"> • a member of the Malaysian Institute of Accountants or • alternatively a person who has at least three (3) years working experience and:- <ul style="list-style-type: none"> ➢ has passed the examinations specified in Part '1 of the 1st schedule of the Accountants Act, 1967 or ➢ a member of one of the associations specified in Part II of the said schedule or ➢ fulfills such other requirements as prescribed or approved by the Exchange from time to time. 3. No alternate Director shall be appointed as a member of the Audit Committee. The Nomination Committee shall review the terms of office and performance of the members of the Audit Committee annually to determine whether the members have carried out their duties in accordance with their terms of reference. 4. No former key audit partner shall be appointed as a member of the Audit Committee unless the said former key audit partner has observed a cooling-off period of at least two years before being appointed as a member of the Audit Committee.

	<p>5. In the event of any vacancy in the Audit Committee resulting in the non-compliance of the Bursa Securities Listing Requirements, the Board shall fill the vacancy within three (3) months from the date of the vacancy.</p>
<p>3</p>	<p>DUTIES AND RESPONSIBILITIES</p> <ol style="list-style-type: none"> 1. To review the quarterly and annual financial statements of the Company, focusing particularly on: <ul style="list-style-type: none"> • any significant changes to accounting policies and practices • significant adjustments arising from the audits • compliance with accounting standards and other legal requirements • the going concern assumption • significant matters highlighted including financial reporting issues, significant judgments made by management, significant and unusual events or transactions, and how these matters are addressed. 2. To review any related party transaction and conflict of interest situation that may arise within the Company including any transaction, procedure or course of conduct that raises questions of Management integrity. 3. To consider annually the Risk Management Framework adopted within the Company and to be satisfied that the methodology employed allows the identification, analysis, assessment, monitoring and communication of risks in a regular and timely manner that will allow the Group to minimise losses and maximize opportunities. 4. To ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored. 5. To cause reviews to be made of the extent of compliance with established internal policies, standards, plans and procedures including for example, the Company's Code of Business Conduct. 6. To obtain assurance that proper plans for control have been developed, prior to the commencement of major areas of change within the organisation. 7. To be satisfied that the strategies, plans, manning and organisation for internal auditing are communicated down through the Company. <p>Specifically:</p> <ul style="list-style-type: none"> • to review the internal audit plans and to be satisfied with their consistency with the Risk Management Framework used, the adequacy of coverage and the audit methodologies employed; • to be satisfied that the internal audit function within the Company has the proper resources and standing to enable them to complete their mandates and

	<p>approved audit plans;</p> <ul style="list-style-type: none"> • to review status reports from internal audit and ensure that appropriate action is taken on the recommendations of the internal audit function. To recommend any broader reviews deemed necessary as a consequence of the issues or concerns identified; • to review any appraisal or assessment of the performance of the members of the internal audit function, to approve any appointment or termination of senior staff members of the internal audit function and to inform itself of any resignations of internal audit staff members and reasons thereof; • to ensure internal audit has full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties; • to request and review any special audit which it deems necessary. <p>8. To review with the external auditors the nature and scope of their audit plan and report.</p> <p>9. To review any matters concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of the external auditors. To review with the external auditors the nature and scope of their audit plan and report.</p> <p>10. To review and evaluate factors related to the independence of the external auditors and assist them in preserving their independence.</p> <p>11. To be advised of significant use of the external auditors in performing non-audit services within the Group, considering both the types of services rendered and the fees, such that the position as auditors are not deemed to be compromised.</p> <p>12. To review the external auditors' findings arising from audits, particularly any comments and responses in management letters as well as the assistance given by the employees of the Group in order to be satisfied that appropriate action is being taken.</p> <p>13. To recommend to the Board steps to improve the system of internal control derived from the findings of the internal and external auditors and from the consultations of the Audit Committee itself.</p> <p>14. To review with the external auditors the Statement of Internal Controls of the Group for inclusion in the annual report.</p> <p>15. To prepare the annual Audit Committee report to the Board which includes the composition of the Audit Committee, number of meetings held, a summary of its works and the existence of an internal, audit function and summary of the works of that function for inclusion in the annual report.</p> <p>16. To review the Board's statements on compliance with the Malaysian Code of Corporate Governance for inclusion in the annual report.</p>
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	<p>17. To review ordinary and extraordinary dividend payments.</p> <p>18. To act on any other matters as may be directed by the Board.</p>
<p>4</p>	<p>RIGHTS OF THE AUDIT COMMITTEE</p> <p>The Audit Committee is authorised by the Board :-</p> <ol style="list-style-type: none"> 1. to review any activity within the Audit Committee's terms of reference. It is authorised to seek any information it requires from any Director or member of management and has full and unrestricted access to any information pertaining to the Company and the management, and all employees of the Group are required to comply with the requests made by the Audit Committee. 2. to obtain external professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. In the event that any member of the Audit Committee shall need to seek external professional advice in furtherance of his duties, he shall first consult with and obtain the prior approval of the Chairman of the Audit Committee. 3. to review any activity within its Terms of Reference, and where it deems necessary, investigate any matter referred to it or that it has come across in respect of a transaction that raises questions of management integrity, possible conflicts of interest, or abuse by a significant or controlling shareholder. 4. shall have direct communication channels and be able to convene meetings with the external auditors excluding the attendance of the non-independent members of the Audit Committee, whenever deemed necessary. 5. That the Head of Internal Audit shall report directly to the Audit Committee and shall have direct access to the Chairman of the Audit Committee on all matters of control and audit. All proposals by Management regarding the appointment, transfer and removal of the Head of Internal Audit of the Company shall require prior approval of the Audit Committee. Any inappropriate restrictions on audit scope are to be reported to the Audit Committee.
<p>5</p>	<p>MEETINGS</p> <ol style="list-style-type: none"> 1. The Audit Committee shall meet at least four (4) times annually. The meeting shall have a quorum of two (2) members. 2. The Finance Director and the Head of Internal Audit shall normally attend meetings of the Audit Committee. External auditors shall be entitled to attend a meeting of the

Audit Committee at least once a year to make known their views on any matter under consideration by the Audit Committee or, which in their opinion, should be brought to the Audit Committee's attention. Non-member Directors and employees of the Company shall not attend unless specifically invited by the Audit Committee.

3. The Secretary shall record, prepare and circulate the minutes of the meetings of the Audit Committee and ensure that the minutes are properly kept and produced for inspection if required.
4. The Audit Committee shall report to the Board and its minutes will be tabled to and noted by the Board.
5. All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.
6. A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Audit Committee Members' Circular Resolution" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members.

 <p>awantec AwanBiru Technology Berhad</p>	<h2 style="margin: 0;">NOMINATION COMMITTEE</h2> <h3 style="margin: 0;">TERMS OF REFERENCE</h3>
1	<p>OBJECTIVES</p> <p>The objective of the Nomination Committee ("NC") is to assist the Board of Directors ("BOD") in ensuring that it has an effective composition of BOD members to discharge its stewardship responsibilities in undertaking the principal responsibilities of the BOD explicitly described in the Malaysian Code on Corporate Governance.</p> <p>In discharging these objectives, the NC shall: -</p> <ol style="list-style-type: none"> a. Assess the effectiveness of the BOD on an on-going basis, including the required mix of skills, experience and other qualities including core competencies which non-executive directors should bring to the BOD; b. Annually assess the performance of the BOD as a whole, the board committees and contribution of each individual director; and c. Propose new candidates for the BOD of the Company and its subsidiaries for consideration by the BOD of the Company.
2	<p>COMPOSITION</p> <p>The NC shall be appointed by the BOD from amongst their members, and must fulfill the following requirements:-</p> <ol style="list-style-type: none"> a. The NC must consist wholly of non-executive directors; b. A majority of the NC must be independent directors; and c. The chairman of the NC shall be the Independent Director or Senior Independent Director of the Company. <p>The members of the NC shall elect a chairman or chairperson from among their number.</p> <p>In the event of any vacancy in the NC resulting in the non-compliance of items 2 (a) and (b) above, the vacancy must be filled within three (3) months of the event.</p> <p>The BOD must review the term of office and performance of the NC and each of its members at least once every three (3) years to determine whether the NC and members have carried out their duties in accordance with the terms of reference.</p>

RESPONSIBILITIES

The functions of the Nomination Committee are as follows:-

- a. To consider and recommend to the BOD for approval the competent candidates recommended by the shareholders and BOD to fill in the seats of the BOD of the Company and its subsidiaries, as and when they arise.
- b. To review training programmes for the BOD and facilitate board induction and training programmes.
- c. To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and within the bounds of practicability, by any other senior executive or any director or shareholder.
- d. To recommend to the BOD on the establishment of new committees or the dissolution of any existing committees of the BOD which no longer serves its purpose.
- e. To recommend to the BOD to fill the seats on any Board committees.
- f. To review Board's succession planning.
- g. To develop, maintain and review the criteria to be used in the recruitment process.
- h. To establish and review the performance criteria to evaluate the performance of the Board as a whole, Board Committees and individual director.
- i. To 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 the Terms of Reference of the Audit Committee.
- j. To establish and review the criteria to evaluate the independency of each of the Independent Directors.
- k. To recommend the re-election/re-appointment of directors pursuant to the Company's Constitution/Companies Act 2016 on annual basis.
- l. To review the independency of the independent director who has served for more than nine (9) years' tenure for continuation in the office as independent director.
- m. To recommend to the BOD the gender diversity policies and targets, as well as the measures taken to meet those targets.

In discharging the above responsibilities, the NC needs to report the following to the BOD:-

- i. The effectiveness of the present size of the BOD;
- ii. The effectiveness of the composition of the BOD in relation to the mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board, and which should be disclosed in the Annual Report;
- iii. The existence or potential existence of conflict of interests, of any present directors or any new directors who may be nominated, with the businesses of the Company;
- iv. The contribution of individual director in relation to the effective decision making of the BOD; and
- v. The continuous education program for Board members to upgrade their skills in enhancing their effective contribution;

<p>4</p>	<p>RIGHTS OF THE NOMINATION COMMITTEE</p> <p>The NC shall, wherever necessary and reasonable to perform its duties, in accordance with a procedure to be determined by the BOD and at the cost of the Company:-</p> <ol style="list-style-type: none"> a. Have the authority to investigate any matter within its terms of reference; b. Have the resources which are required to perform its duties; c. Have full and unrestricted access to any information pertaining to the Company; and d. Be able to obtain independent professional advice.
<p>5</p>	<p>MEETINGS</p> <p>The NC shall meet at least once a year and at such additional meetings, as the Chairman shall decide, in order to fulfill its duties.</p> <p>The Company Secretary or other appropriate senior official shall act as secretary of the NC and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.</p> <p>The Secretary shall be responsible for keeping the minutes of meetings of the NC and circulating them to committee members and to other members of the BOD.</p> <p>A quorum shall consist of a majority of independent directors.</p> <p>By invitation of the NC, the Company shall ensure that other directors and employees attend any particular committee meeting where their attendance is required in relation to a specific meeting.</p> <p>All or any members of the NC may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.</p> <p>A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Nomination Committee Members' Circular Resolution" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members.</p>

 <p>awantec AwanBiru Technology Berhad</p>	<h2>REMUNERATION COMMITTEE TERMS OF REFERENCE</h2>
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1	<p>OBJECTIVES</p> <p>The objective of the Remuneration Committee is to assist the Board of Directors in ensuring that it has a competitive remuneration package to attract and retain directors and senior management staff (both present and potential future) needed to run the Company successfully.</p> <p>In discharging these objectives, the Remuneration Committee shall ensure that: -</p> <ul style="list-style-type: none"> • The component parts of remuneration for executive directors and senior management staff are linked to corporate and individual performance; and • The component parts of remuneration for non-executive directors are linked to their experience and levels of responsibilities undertaken.
2	<p>COMPOSITION</p> <p>The Remuneration Committee shall be appointed by the Directors from among their members, pursuant to a resolution of the Board of Directors. The Remuneration Committee must comprise wholly of non-executive directors. The members of the Remuneration Committee shall elect a chairman from among their number.</p> <p>In the event of any vacancy in the Remuneration Committee resulting in the non-compliance of item 2 above, the vacancy must be filled within three (3) months of the event.</p> <p>The Board of Directors must review the term of office and performance of the Remuneration Committee and each of its members at least once every three (3) years to determine whether the Remuneration Committee and members have carried out their duties in accordance with the terms of reference.</p>

<p>3</p>	<p>RESPONSIBILITIES</p> <p>The functions of the Remuneration Committee are as follows: -</p> <ul style="list-style-type: none"> • To recommend to the Board a competitive Compensation and Remuneration package for executive directors and key critical senior management staff (defined as President/Group CEO, CEOs, COO and CFO) (both present and potential future) in order to attract and retain outstanding individuals with the skills and experience needed to manage the Company's business successfully; • To recommend to the Board a competitive Compensation and Remuneration package for non-executive directors in order to attract and retain outstanding individuals of integrity, caliber, credibility and who have the necessary skills and experience to bring an independent judgment to bear on the issues of strategy, performance and resources for the success of the Company; and • To review the, key performance indicators (KPIs), performance and recommend the annual compensation and rewards for all individual directors and key critical senior management staff (President/Group CEO, the CEOs and the CFO) (both present and potential future). • To review and propose, if necessary, KPIs of key critical senior management staff for the Board's approval. <p>In discharging the above responsibilities, the Remuneration Committee needs to ensure the following:-</p> <ul style="list-style-type: none"> • The determination of remuneration packages of non-executive directors, including nonexecutive chairman should be a matter for the board as a whole; and • All directors should abstain from discussion of their own remuneration.
<p>4</p>	<p>RIGHTS OF THE REMUNERATION COMMITTEE</p> <p>The Remuneration Committee shall, wherever necessary and reasonable to perform its duties, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company: -</p> <ul style="list-style-type: none"> • Have the authority to investigate any matter within its terms of reference; • Have the resources which are required to perform its duties; • Have full and unrestricted access to any information pertaining to the Company; and • Be able to obtain independent professional advice.
<p>5</p>	<p>MEETINGS</p> <p>The Remuneration Committee shall meet at least once a year and at such additional meetings, as the Chairman shall decide, in order to fulfill its duties.</p>

The Company Secretary or other appropriate senior official shall act as secretary of the Remuneration Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.

The Secretary shall be responsible for keeping the minutes of meetings of the Remuneration Committee and circulating them to committee members and to other members of the Board of Directors.

The meeting shall have a quorum of two (2) members.

By invitation of the Remuneration Committee, the Company shall ensure that other directors and employees attend any particular committee meeting where their attendance is required in relation to a specific meeting.

All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.

A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Remuneration Committee Members' Circular Resolution" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members.

 <p>awantec AwanBiru Technology Berhad</p>	<h2 style="margin: 0;">RISK MANAGEMENT COMMITTEE</h2> <h3 style="margin: 0;">TERMS OF REFERENCE</h3>
1	<p>OBJECTIVES</p> <p>The Risk Management Committee is responsible for reviewing and recommending the risk management policies and strategies for the company. It assists the Board to fulfil its corporate governance, risk management, and statutory responsibilities in order to manage the overall risk exposure.</p>
2	<p>COMPOSITION</p> <p>2.1 The Risk Management Committee shall be appointed by the Board (on the recommendation of the Nomination Committee) from amongst the Directors of the Company and shall consist of not less than three (3) members, of which the majority of them must consist of Independent Directors.</p> <p>2.2 If a member of the Risk Management Committee ceases to be a member with the result that the number of members is reduced below three, the Board shall, within three (3) months of that event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.</p> <p>2.3 The Committee shall elect a chairperson from among its members who is an Independent Non-Executive Director of the Company.</p> <p>2.4 No Alternate Director is to be appointed as a member of the Risk Management Committee.</p> <p>2.5 The term of office and performance of the Risk Management Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether the Risk Management Committee and its members have carried out their duties in accordance to their terms of reference.</p>
3	<p>RESPONSIBILITIES</p> <p>The Risk Management Committee is responsible for:</p> <ul style="list-style-type: none"> (a) reviewing existing controls that may reduce the key risk factors of the Company; (b) reviewing and recommending risk management strategies, policies and risk tolerance for the Board's approval; (c) reviewing and assessing the adequacy of risk management policies and framework for identifying, measuring, monitoring and controlling risks as well as the extent to which these are operating effectively; (d) ensuring adequate infrastructure, resources and systems are in place for an effective risk management i.e. ensuring that the staff responsible for implementing risk management systems perform those duties independently of the insurer's risk taking activities; and

	<p>(e) reviewing the management's periodic reports on risk exposure, risk portfolio composition and risk management activities.</p>
<p>4</p>	<p>RIGHTS OF THE RISK MANAGEMENT COMMITTEE</p> <p>The Committee is authorized by the Board of Directors to investigate any activity within its terms of reference. It has free access to all information and documents it requires for the purpose of discharging its functions and responsibilities.</p> <p>The Committee is also authorized to obtain legal or other independent professional advice as it considers necessary as well as to appoint Risk Management Sub-Committees.</p>
<p>5</p>	<p>MEETINGS</p> <p>5.1 Meetings shall be held not less than twice (2) times in a financial year.</p> <p>5.2 The quorum for any meeting of the Risk Management Committee shall consist of not less than two (2) members; the majority of the members present shall be Independent Directors.</p> <p>5.3 In the absence of the Chairman, the Risk Management Committee shall appoint one of the independent members present to chair the meeting.</p> <p>5.4 The Secretary of the Committee shall be appointed by the Chairperson. The Secretary shall be responsible for drawing up the agenda in consultation with the Chairperson and shall be responsible for keeping the minutes of the meeting of the Committee, circulating them to Committee members. The agenda together with relevant explanatory papers, minutes of meetings and documents shall be circulated to all the members of the Committee and the Board prior to each meeting.</p> <p>5.5 The Risk Management Committee may require any employee and a representative of the external auditors to attend meetings. The Risk Management Committee may, as and when deemed necessary, invite other Board members, senior management personnel and external independent professional advisers to attend the meetings.</p> <p>5.6 The Chairman of the Risk Management Committee shall report on each meeting to the Board.</p> <p>5.7 Minutes of each meeting shall be kept and distributed to each member of the Risk Management Committee and the Board.</p> <p>5.8 All or any members of the Committee may participate in a meeting by teleconference or videoconference. A person so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.</p>

	<p>5.9 A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Risk Management Committee Members' Circular Resolution" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members.</p>
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 <p>awantec AwanBiru Technology Berhad</p>	<h2>FINANCE AND INVESTMENT COMMITTEE TERMS OF REFERENCE</h2>
1	<p>INTRODUCTION</p> <p>1.1. The terms of reference are prepared to articulate and clarify the responsibilities of the Finance and Investment Committee of the Board of Directors ("the Committee").</p> <p>1.2. The terms of office and performance of the Committee and each of its members will be reviewed at least once every two (2) years to determine whether the Committee and its members have carried out their duties in accordance with the terms of reference.</p>
2	<p>OBJECTIVES</p> <p>The objectives of the Committee are as follows:</p> <p>2.1. to assist the Company's Board of Directors ("the Board") in evaluating all investment proposals including treasury and cash management, acquisitions and disposals of assets, or investments into new businesses including venture capital, locally and abroad;</p> <p>2.2. to review the viability of proposals/projects/investments at the Initial Project Assessment Stage and provide appropriate directions to the Company's management (the "Management"), so as to enable the Management to proceed or otherwise with the basic investment concept proposal; and</p> <p>2.3. to review, recommend and act on any other investment proposals and matters related thereto, as mandated by the Board.</p>
3	<p>COMPOSITION OF MEMBERS</p> <p>3.1. The Committee shall comprise a minimum of three (3) directors of the Company, the majority of whom shall be Non-Executive Director of the Company.</p> <p>3.2. The members of the Committee shall elect a Chairman from among themselves and the elected Chairman shall be a Non-Executive Director.</p> <p>3.3. Members of the Committee shall be appointed by the Board and, will hold office only so long as they serve as directors of the Company.</p>

	<p>3.4. Members of the Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary(ies).</p> <p>3.5. In the event of any vacancy in the Committee, the vacancy shall be filled within three (3) months.</p> <p>3.6. No Alternate Director shall be appointed to the Committee.</p> <p>3.7. Members of the Committee shall be remunerated for their services in accordance with the Directors Remuneration Framework that has been approved by the Board.</p>
<p>4</p>	<p>SECRETARY</p> <p>4.1 The Secretary(ies) of the Company or their representatives will also act as the Secretary(ies) of the Committee.</p>
<p>5</p>	<p>DUTIES AND RESPONSIBILITIES</p> <p>The duties and responsibilities of the Committee shall include the following:</p> <p>5.1 To develop, review and recommend to the Board the investment policies and strategies.</p> <p>5.2 To perform the duties that are assigned to it by the Board including, without limitation, the review of all investment proposals.</p> <p>5.3 To receive quarterly reports from the management, deliberate and decide on the compliance with the overall investment policies and strategies, and to report the findings to the Board.</p> <p>5.4 At the Initial Project Assessment/pre-qualification/tender bid stage:</p> <p>5.4.1 To review and give approval for the Company to proceed with the pre-qualification/tender bid submission or project/investment initiation activities, which meet the pre-determined criteria, and all ventures.</p> <p>5.4.2 To authorise the Company to enter into any agreements, memorandum of understanding and/or contracts with potential partners for the requalification/tender stage and approve such terms in relation to the said agreement, memorandum of understanding and/or contracts. Notwithstanding, any agreement, memorandum of understanding or contracts which may include equity participation of the Company is reserved for deliberation by the Board.</p> <p>5.5 Following the Detailed Appraisal/Evaluation or if the tender is successful:</p> <p>5.5.1 To review and approve on behalf of the Board the investment proposals, if these fall within the approved authority limits delegated to the Committee by</p>

	<p>the Board.</p> <p>5.5.2 To review and recommend to the Board for final decision, the investment proposals, which are beyond the authority limits of the Committee.</p> <p>5.6 To review the terms of reference of the Committee and recommend the relevant changes to the Board as and when deemed fit.</p> <p>5.7 Investment matters relating to wholly owned subsidiaries of the Company would be referred directly to the Committee for review and recommendation to the Board.</p> <p>5.8 Investment matters relating to non-wholly owned subsidiary companies are submitted to the respective Board of the subsidiary companies for deliberation and approval. In this respect, the Board of the subsidiary companies will then provide an update to the Committee and the Company's Board in which the Committee and the Company's Board would raise the appropriate observations and/or comments as a measure of check and balance.</p>
<p>6</p>	<p>POWERS OF THE COMMITTEE</p> <p>In carrying out its duties and responsibilities, the Committee shall have:-</p> <p>6.1 all the necessary resources, access to and the authority to seek information from any officer of the Company to fulfill its objectives, duties and responsibilities; and</p> <p>6.2 obtain the services of a third party and/ or an independent professional or other advice and to invite outsiders with relevant experience to attend the Committee's meetings (if required) and to brief the Committee thereof.</p>
<p>7</p>	<p>CONFLICT OF INTERESTS</p> <p>7.1 Any member of the Committee shall NOT:</p> <p>7.1.1 promote any investment where there is a conflict of interest between himself and that the of the company to be invested; and</p> <p>7.1.2 attend and vote at the meeting where that particular investment is being deliberated</p> <p>7.2 The onus to declare the interest or the conflict to the Committee shall vest with the Committee member having such interest or conflict.</p> <p>"conflict of interest" in the above context shall mean the following circumstances:</p> <p>(i) where the person has an interest or deemed interest in the shares of the potential investee company following the definition under Section 6A of the Companies Act, 1965; or</p> <p>(ii) where the person is a director of the potential investee company; or</p>

	<p>(iii) where the person is connected with any of the key person from the potential investee company by virtue of being his spouse, parent, child (including adopted child and step•child), brother, sister and the spouse of his child, brother or sister.</p> <p>In the event of uncertainty, the Committee shall have the power to determine whether a conflict of interest arises.</p>
8	<p>QUORUM</p> <p>8.1 The quorum necessary for each Committee meeting shall be two (2) members.</p>
9	<p>MEETINGS</p> <p>9.1 The Committee shall meet as and when required, to be determined by the Chairman.</p> <p>9.2 The Chairman has the right to invite other personnel or parties to the meeting of the Committee.</p> <p>9.3 Reasonable notice of meeting and the business to be conducted at the meeting shall be given to members together with the relevant documents.</p> <p>9.4 A resolution in writing signed by all -members in practice excluding interested or conflicted members shall be valid and effective as if it has been passed at a meeting of the Committee.</p> <p>9.5 The Secretary(ies) is/are responsible for circulating the meeting agenda and supporting documents to all members of the Committee and any other person as advised by the Chairman. The Secretary(ies) shall also prepare minutes for each meeting.</p> <p>9.6 All or any members of the Committee may participate in a meeting by tele-conference or video conference. A member so participating is deemed to be present in person at the meeting and shall be counted in quorum accordingly.</p>
10	<p>REPORTS TO THE BOARD</p> <p>10.1 The Committee shall report its recommendations/ feedbacks/comments to the Board by distributing the minutes of its meetings and/or reports and where appropriate oral presentation will be conducted.</p> <p>10.2 The Chairman shall submit an annual report to the Board summarizing the Committee's activities, findings, recommendations and results for the year.</p>



BOARD TENDER COMMITTEE TERMS OF REFERENCE

1	<p>OBJECTIVES</p> <p>The objective of the Board Tender Committee (“BTC” or “the Committee”) is to assist the Board of Directors in recommending the procurement within Awantec Services Group for the following:</p> <ul style="list-style-type: none"> • Purchase of fixed assets (capital expenditure); • Project related purchases (including inventories, technology partners, IT vendors, project insurance, etc.); and • Appointment of consultants/ advisers. <p>The above items are prescribed under sections 1.16, 1.17 and 1.21 of the approved Authorised Limits of Awantec Services Group.</p>
2	<p>COMPOSITION</p> <p>The BTC shall report directly to the Board of Directors pertaining to the Company’s tendering and procurement initiatives.</p> <p>The BTC shall be chaired by one of the Directors from among their members, pursuant to a resolution of the Board of Directors. The Chairman must be a non-executive independent Director. The Chairman will hold office only so long as he/ she serves as a Director of the Company and may relinquish his/ her membership in the BTC with prior written notice to the Secretaries and may continue to serve as a Director of the Company.</p> <p>Other members of the BTC shall comprise of the Chief Financial Officer of Awanbiru Technology Berhad and the Chief Executive Officer of Awantec Services Group.</p> <p>The Company Secretaries of the Company and/ or their representatives shall be the Secretaries for the BTC.</p>
3	<p>RESPONSIBILITIES</p> <p>The functions of the BTC are as follows:</p>

	<ul style="list-style-type: none"> • To recommend to the Board on all purchases and award of contract under sections 1.16, 1.17 and 1.21 in line with the requirements of Awantec Services Group’s Authorised Limits. • To review the Terms of Reference of the BTC from time to time as they see fit.
<p>4</p>	<p>RIGHTS OF THE BOARD TENDER COMMITTEE</p> <p>The BTC shall, wherever necessary and reasonable to perform its duties, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company:</p> <ul style="list-style-type: none"> • Have the authority to investigate any matter within its terms of reference; • Have the resources which are required to perform its duties; • Have full and unrestricted access to any information pertaining to the procurement activities; and • Be able to obtain independent professional advice.
<p>5</p>	<p>MEETINGS</p> <p>The BTC will meet as and when required and at the discretion of the Chairman, in order to fulfil its duties. The quorum for each meeting shall consist of at least two (2) members. In the absence of the quorum, the meeting shall be postponed to the earliest possible date. Should the Chairman not be present, he/ she may appoint any Committee member as an alternate to chair the meeting.</p> <p>The BTC’s decision shall be based on the majority decision of the Committee, whilst dissenting views must be received and documented. Should there be a split in the overall votes, the Chairman shall have the casting vote.</p> <p>A meeting may be held by means of telephone, video conference or telephone conference or other telecommunication facilities, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.</p> <p>A resolution in writing signed and approved by all the BTC members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the BTC duly called and constituted. All such resolutions shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more members.</p> <p>The attendance of any employees and invitees of the Company at any BTC meeting shall be at the Committee’s invitation and discretion.</p>

<p>Notice to convene the BTC meeting shall not be less than three (3) working days and the agenda is to be circulated together with the notice. Minutes of each meeting shall be kept as part of the statutory records of the Company upon adoption by the BTC.</p>

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 <p>awantec AwanBiru Technology Berhad</p>	<h2>MANAGEMENT COMMITTEE TERMS OF REFERENCE</h2>
<p>1</p>	<p>COMPOSITION</p> <p>(a) The Management Committee shall consist of the following persons:-</p> <ul style="list-style-type: none"> • Group Chief Executive Officer (“CEO”); • Chief Financial Officer (“CFO”); • Chief Operating Officer (“COO”); • Chief Knowledge Officer; • Chief Marketing Officer; • Senior Vice President, Services; • Senior Manager, Human Resource Department.; and • Senior Manager Corporate Governance <p>(b) If deemed fit, other additional members may be appointed into the Management Committee by the CEO.</p>
<p>2</p>	<p>MEETING</p> <p>(a) The Management Committee shall meet at such time as the Management Committee deems it necessary.</p> <p>(b) The quorum necessary for the transaction of the business of the Management Committee shall be any two (2) members present, one of whom must be either the CEO and COO or CFO. The CEO shall be appointed as the Chairman of the Management Committee.</p> <p>(c) The Senior Manager, Corporate Governance or such person appointed by the Chairman for the purpose shall be present at all meetings of the Management Committee to record minutes of the meetings.</p> <p>(d) The Management Committee shall establish its rules and procedures.</p> <p>(e) Decisions of the Management Committee shall be generally complied with and implemented and the Management Committee could, if it deems fit, stipulate directions as to the performance or implementation of its decision.</p>

3**RESPONSIBILITIES**

- (a) The Management Committee shall be responsible, within the limits of the policy determined and powers delegated by the Board of Directors from time to time, for inter alia:-
- (i) formulating Company and Group policies for recommendation to, and further consideration by, the Board of Directors; and
 - (ii) implementation of key policy decisions of the Board of Directors.