



WINTONI GROUP BERHAD
Registration No: 200701008533 (Company No. 766535-P)
(Incorporated in Malaysia)

BOARD CHARTER

The Board of Directors of Wintoni Group Berhad has adopted this formal Board Charter, detailing the functions and responsibilities of the Board and delegated authority to management.

1.0 INTRODUCTION TO THE BOARD CHARTER

1.1. General

This Board Charter sets out the principals governing the Board of Wintoni Group Berhad.

1.2. Board Approval

The Board had approved this Board Charter. The Board may approve updates and amendments to this Board Charter from time to time.

1.3. Definitions

Unless the contrary intention is expressed in this Board Charter, the following words (when used in this Board Charter) have the meaning set out below:

- Board means the Board of Directors of Wintoni Group Berhad from time to time.
- Company means Wintoni Group Berhad (766535-P) having its registered office at Level 2, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur.
- Group means Company and its subsidiaries.

2.0 ROLE OF THE BOARD

- The Board has the primary responsibility for guiding and monitoring the business and affairs of the Group including compliance with the Company's corporate governance objectives.
- In giving effect to this Board Charter, each Director will at all times act honestly, fairly and diligently in all respects in accordance with the law applicable to the Company.
- Each Director will at all times act in the interests of shareholders of the Company and of the Company as a whole, and will have regard to the interests of employees and customers of the Group and the community and environment in which the Group operates.
- The Board will seek to support and maintain a culture within the Group that embraces and establishes the principles set out in this Board Charter.

3.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board is responsible to shareholders for the management and performance of the Group, including the following matters:

3.1. Strategic and Financial Objectives of The Group

- Evaluating, approving and monitoring the Company's strategic and financial plans for the Group;
- Evaluating, approving and monitoring the annual budgets and business plans and evaluating the Group's performance;
- Evaluating, approving and monitoring the progress of major capital expenditure, capital management, acquisitions, divestitures and all major corporate transactions including the issue and buy-back of any securities of the Company;
- Monitoring major litigation;
- Approving all financial reports to be published and related stock exchange announcements;
- Monitoring other material reporting and external communications by the Company;
- Approving the dividend policy and payment of dividends, where applicable;
- Appointing external auditors (subject to shareholder's approval); and
- Considering and reviewing the social, ethical and environmental impact of the Group's activities and determining, monitoring and reviewing standards and policies to guide the Group in this regard.

3.2. Company Secretary

Appointing and removing the Company Secretary.

3.3. Risk and Compliance Management

- Monitoring the Group's performance in relation to best practice principals of Corporate Governance;
- Approving and monitoring the Group's risk management strategy, internal controls and reporting systems (including their establishment and maintenance), evaluating and reporting on their effectiveness and identifying and rectifying significant deficiencies;
- Approving and monitoring compliance with the Company's Code of Ethics and Conduct and other material policies;
- Monitoring and reviewing the Group's operations in relation to and compliance with legal and regulatory requirements; and
- Dealing with sensitive or unusual matters of a material nature.

3.4. Communication with Shareholders

Disclosure to and communicating with the Company's shareholders and the community, at the appropriate times, the results of and developments in the business operations of the Group.

3.5. Referrals from Committees

Dealing with matters referred to it by any Board Committee.

4.0 COMPOSITION AND STRUCTURE OF THE BOARD

The Board shall comprise one third of independent non-executive Directors.

5.0 MEETINGS OF THE BOARD

- Board meetings are to be held at least every quarter and the Company Secretary will be required to give reasonable notice of a meeting;
- Other meetings may be held provided that sufficient notice is given to all Directors;
- The Chairman will call a meeting of the Board if so requested by minimum three Directors on urgent case basis Director; and
- The Chairman of the meeting may request the attendance of any person at a meeting who is responsible for, or associated with, a matter included as an agenda item at a meeting.

6.0 BOARD COMMITTEES AND DELEGATION

- To assist the Board in fulfilling its duties and responsibilities, it has established two committees which shall operate under clearly defined terms of reference:
 - (i) Audit and Risk Management Committee; and
 - (ii) Nomination and Remuneration Committee(hereinafter collectively referred to as “Committees”)
- The Board will adopt the terms of reference in respect of all Committees, addressing the role, duties and responsibilities, composition and structure, administration and any other matters the Board determines relevant to such Committee;
- The Board will appoint members to the Committees and make changes to membership;
- The Board will regularly evaluate the operations of the Committees;
- All directors will receive copies of Committees papers, including minutes, in respect of each Committee and may attend meetings of Committees of which there are not members; and
- The Board delegates carriage of the operation and management of the Group’s business to the Executive Director.

7.0 INDEPENDENT EXTERNAL ADVICE

The Board, an individual Director or a Committee may engage an independent external adviser in relation to any Board matter, at the expenses of the Company. Before the external advice is sought, consent needs to be obtained. In case of:

- the Board – from the Chairman;
- an individual Director – from the Chairman or the relevant Committee Chairman, as the case may be; and
- A Committee – from the Committee Chairman.

The Chairman or a Committee Chairman, as applicable, may determine that any external advice received by an individual Director be circulated to the remainder of the Board.

8.0 DIVISION OF RESPONSIBILITY BETWEEN THE BOARD AND SENIOR MANAGEMENT

The Board is responsible for setting the strategic direction for the Company, establishing goals for management and monitoring the achievement of these goals.

The Chief Executive Officer is reported to the Board for the day-to-day management of the Company with all powers, discretions and delegations authorised, from time to time by the Board.

In turn, the Senior Management team is reported to the Chief Executive Officer and the Board relative to their particular areas of responsibility.

9.0 ASSESSMENT AND EVALUATION OF BOARD'S PERFORMANCE

The Board shall undertake an annual performance evaluation of itself that:

- compares the performance of the Board with the requirements of this Charter;
- sets forth the goals and objectives of the Board for the upcoming year; and
- effects any improvements to the Board Charter deemed necessary or desirable.

The performance evaluation shall be conducted in such manner as the Board deems appropriate.

10.0 CODE OF ETHICS

The Board observes the Company Directors' Code of Ethics established by the Companies Commission of Malaysia.

11.0 REVIEW OF CHARTER

The Board will regularly review the Board Charter and make any changes it determines necessary or desirable from time to time to ensure that it continues to reflect the spirit of all applicable laws and regulations and Wintoni Group Berhad commitment to its staff and the community and environment in which the Group operates.