

BISON CONSOLIDATED BERHAD

BOARD CHARTER

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1. OBJECTIVES

The objectives of the Board Charter are to ensure that all the Board of Directors(the "**Board**") acting on behalf of Bison Consolidated Berhad (the "**Company**") are aware of their duties and responsibilities as Board members and various legislations and regulations affecting their conduct and that the principles and practices of good Corporate Governance are applied in their dealings in respect, and on behalf of, the Company.

This Board Charter sets out the principles for the operation of the Board and describes the functions of the Board and those functions delegated to management of the Company (the "**Management**").

2. BOARD STRUCTURE

2.1 Composition and Board Balance

- The Board shall be of a size and composition comprising of individuals with different qualification, background, experience and diversity who will effectively contribute to the Board's perspective and oversight of the Company and its subsidiaries'(the "**Group's**") current and emerging issues and business operation.

- The Board shall comprise at least two (2) Directors or one-third (1/3), whichever is the higher, of memberswhoare independent non-executivedirectors ("**Independent Directors**"). If the number of Directors of the Company is not three (3) or a multiple of three (3), then the number nearest 1/3 must be used. In the event of any vacancy in the Board, resulting in non-compliance, the Company must fill the vacancy within three (3) months.

- If the chairman of the Board ("**Chairman**") is not an Independent Director, the Board shall comprise a majority of Independent Directors.

- The Independent Directors shall provide independent judgement, 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 faction 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.

- The views of the Independent Directors should carry significant weight in the Board's decisionmaking.

- 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 will clearly reflect this.

- The Board recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority. It is the policy of the Board to keep the roles of the Chairman and the Managing Director/Chief Executive Office separate.

- The Board promotes and embraces diversity and gender mix in its composition and believes that the presence of diverse ethnicities, age, nationalities and gender on the Board can widen the Board's perspectives in effectively discharging its duties and responsibilities. While promoting diversity, due recognition to the financial, technical, experience and skill-sets of the each Director concerned and the Board as a whole and business imperative shall remain a priority. In line with the Corporate Governance Blueprint 2011 to ensure that women participation on Boards reaches 30% by year 2016, despite not setting any specific target for the Company, the Board shall actively work towards meeting this target.

- The Board reviews whether the Board's representation satisfies the requirement to fairly reflect the investment of the minority shareholders in the Company other than the significant shareholders.

- The Board reviews the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and assessing the effectiveness of the Board on the whole.

- The Board examines the size of the Board with a view to determine the impact of the number upon its effectiveness.

2.2 Appointments

- Members of the Board are expected to have appropriate knowledge, skills and experience in order for them to participate and to make positive contribution to the Board's performance of its duties and to give sufficient time and attention to the affairs of the Company.

- The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nominating Committee.

- In the case of candidates for the position of Independent Directors, the Nominating Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Directors.

- The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.

- A Director shall inform the Board's Chairman before he/she accepts any new directorships in other companies including listed and non-listed companies. The directorships held by any Board member at any one time shall not exceed five (5) listed companies listed on the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**")or as imposed by the relevant authorities/regulators from time to time.

2.3 Re-election

- All newly appointed Directors shall retire from office but shall be eligible for re-election in the next Annual General Meeting ("**AGM**") subsequent to their appointment.

- One-third (1/3) of the Directors shall be subject to re-election by rotation at each AGM [in accordance with the Company's Articles of Association].

- Directors over seventy (70) years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

- The directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire (unless they otherwise agree among themselves) shall be determined by the drawing of lots.

2.4 Independence of Director

- An Independent Director is independent of management and free from any relationship or any transaction, which could materially interfere with his exercise of objective, independent judgment or his ability to act in the best interest of the Group.

- The Board undertakes to assess the independence of the Independent Directors annually.

2.5. Independence Criteria

In determining/assessing the "independence" of its Directors, the Company also adopts the independence criteria of the Main Market Listing Requirements which states that an Independent Director:

- is not an executive director of the Company or any related corporation ("Said Corporation");

- has not been within 2 years and is not an officer (except as a non-executive director) of the Said Corporation;

- is not a major shareholder of the Said Corporation;

- is not a family member of any executive director, officer or major shareholder of the Said Corporation;

- is not acting as a nominee or representative of any executive director or major shareholder;

- has not been engaged as a professional adviser or is not presently a partner, director (except as an independent director) or a major shareholder, as the case may be, of a firm or corporation ("Entity") which provides professional services to the Said Corporation (provided that the consideration for the professional advisory services in aggregate is not more than 5% of the gross revenue on a consolidated basis (where applicable) of the said Director or Entity or RM1 million, whichever is higher – Practice Note 13 of the Main Market Listing Requirements); and

- has not engaged in any transactions or is not presently a partner, Director or major shareholder as the case may be, of the Entity (other than subsidiaries of the Company) which has been engaged in any transactions (provided that the consideration for the transaction in aggregate is not more than 5% of the gross revenue on a consolidated basis (where applicable) of the Said Director or Entity or RM1 million, whichever is higher – Practice Note 13 of the Main Market Listing Requirements).

2.6 Tenure of Independent Director

- The tenure of an Independent Director should not exceed a consecutive or 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 directors' re-designation as a non-independent director.

- The Board may, in exceptional cases and subject to the assessment of the Nominating Committee on an annual basis, recommend for an Independent Director who has served for a consecutive or cumulative term of nine (9) years or more to remain as an Independent Director subject to Shareholders' approval on an annual basis with justification given.

3. PERFORMANCE

3.1 Performance Assessment / Board Evaluation

- 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 appoints the company secretary ("**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 appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognises the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required.

- The Company Secretary must keep abreast of, and inform, the Board of current governance practices.

5. BOARD COMMITTEES

- The Board reserves the right to establish committees from time to time in the discharge of its duties and responsibilities.

- The Board has delegated certain functions to eachcommittees with each operating within it is clearly defined terms of reference. Details of the membership and summary of the terms of reference of each committee appointed by the Board are published in the annual report.

- 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 inter alia in regard to financial reporting, disclosure, regulatory compliance, risk assessment 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 as well as the identification, monitoring and control of all risk control measures and mitigation actions.

5.2 Nominating Committee

The Nominating Committee assists the Board in regard to Board's appointments, re-elections and performance, Committee membership, succession planning, 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.

5.3 Remuneration Committee

The Remuneration Committee assists the Board in their responsibilities in assessing the remuneration packages of the Directors and, senior and key management of the Company.

6. DIRECTORS' REMUNERATION

- Executive Directors' remuneration is generally determined at levels which would continue to attract and retain Directors of such calibre 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 shall be subject to approval 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.

- The Managing Director/Executive Directors shall have service contract(s) with the Company.

7. ROLES AND RESPONSIBILITIES

- The Directors are responsible for managing the business of the Company and may exercise all the powers of the Company including but not limited to those powers prescribed under the provisions of the Companies Act, 1965, Articles of Association and Main Market Listing Requirements of Bursa Securities as well as other applicable laws and regulations.

- In discharging his/her duties, each Director must:-

  (i) exercise care and diligence;
  (ii) act in good faith in the best interests of the Company;
  (iii) not improperly use his/her position or misuse information of the Company; and
  (iv) commit the time necessary to discharge effectively his/her role as a Director.

7.1 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 Management 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 Board Charter approved by the Board and delegated the day to day management of the business of the Group to Management andManaging Director/Executive Director(s)subject to an approved authority limit.

- The principal responsibilities of the Board including those adopted from the Malaysian Code of Corporate Governance 2012 (the "**Code**") are as follows:-

  (i) reviewing and adopting a strategic plan including setting performance objectives and approving operating budgets for the Group and ensuring that the strategies promote sustainability;

(ii) overseeing the conduct of the Company's business and build sustainable value for shareholders;

(iii) reviewing the procedures to identify principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;

(iv) succession planning, including appointing, assessing, training, fixing the compensation of and where appropriate, replacing Executive Directors and Senior Management;

(v) developing and ensuring that the Company has in place a policy and/or procedures to enable effective communication with, and appropriate disclosure to, its shareholders and other stakeholders; and that its shareholders have access to information about the Group;

(vi) reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;

(vii) monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;

(viii) ensuring that the Company's financial statements are true and fair and conform with the accounting standards;

(ix) monitoring and reviewing policies and procedures relating to occupational health and safety and compliance with relevant laws and regulations; and

(x) ensuring that the Company adheres to high standards of ethics and corporate behaviour.

- In overseeing the conduct of the Group's business, the Board shall ensure that an appropriate financial planning, operating and reporting framework as well as an embedded risk assessment and management framework is established. Elements under this combined framework include the business plan, the budget, financial statements, divisional strategic/performance reviews reports and risk management reports.

- Amongst others, the following matters shall be reserved to the Board for determination and/or approval (save to the extent that the Board resolves that determination and/or approval of any such matter shall be delegated to the committees of the Board or Management):

(i) to approve the quarterly results and semi-annual returns for the announcement / submission to the Bursa Securities and the Securities Commission ("**SC**");

(ii) to approve the Directors' report and audited financial statements and the authorisation of signatory for Statement by Director and Statutory Declaration;

(iii) to approve the agendas for AGM and Extraordinary General Meeting ("**EGM**");

(iv) to review and approve all transactions which are of a substantial and material nature and/or which are outside the ordinary course of business;

(v) to review and approve the notices, circulars and prospectus to shareholders;

(vi) to approve annual reports (including the review and approval of the Statement on Internal Control, Directors' Responsibility Statement, Statement on Corporate Governance and Chairman's Statement);

(vii) to review and recommend the appointment or re-appointment or termination of the external auditors for shareholders' approval;

(viii) to review and approve the appointment or re-appointment or termination of the internal auditors;

(ix) to review and ensure compliance on all relevant legal, tax and regulatory obligations, including those imposed by the Act, MMLR, CMSA, and all applicable laws/regulations, etc.;

(x) to review and where applicable, to approve and endorse recommendations of the Board committees;

(xi) to review and monitor the systems of risk management and internal control framework and procedures, code of conducts, whistleblower policy, dividend policy, continuous disclosure policy, regulatory and legal compliance and other significant corporate policies;

(xii) to approve and monitor financials and other reporting and/or dissemination of information to the market, shareholders, employees and other stakeholders;

(xiii) to review the performance and competency of the Management;

(xiv) to approve delegated authority for expenditure, lending, and other risk exposures;

(xv) to consider emerging issues which may be material to the business and affairs of the Company and ensure that the Company has a proper succession plan for its Management;

(xvi) to keep under review and maintain the Company's capital and liquidity positions as well as ensure that the Company's strategies promote sustainability;

(xvii) to review and approve proposals for the allocation of capital and other resources within the Group;

(xviii) to review and approve the Company's annual capital and revenue budgets (and any material changes thereto); and

(xix) to ensure that the Board has adequate procedures in place to receive reports periodically and/or on a timely basis from Management that would provide the Board with a reasonable basis to make proper judgement on an ongoing basis as to the financial position and business prospects of the Company.

7.2 Role of Chairman

- The Chairman is primarily responsible for:

(i) leadership of the Board, ensuring the board's effectiveness in all aspects of its role and setting of its agenda;

(ii) representing the Board in its relationships with shareholders, stakeholders and financial institutions;

(iii) chairing Board and general meetings;

(iv) ensuring the integrity of the governance process and issues;

(v) maintaining regular dialogue with the Managing Director/Chief Executive Officer over all operational matters and consulting with the remainder of the Board promptly over any matters that gives him/her cause for major concern;

(vi) To liaise with the Managing Director/Chief Executive Officer and the Company Secretary on the agenda for all Board meetings;

(vii) functioning as a facilitator at meetings of the Board to ensure that no member dominates discussion, that appropriate discussions takes place and that relevant opinions among members is forthcoming;

(viii) ensuring that all Directors are enabled and encouraged to participate in its activities;

(ix) ensuring that Executive Directors look beyond their executive function and accept their share of responsibilities in governance;

(x) guiding and mediating Board actions with respect to organizational priorities and governance concerns;

(xi) undertaking the primary responsibility for organising information necessary for the Board to deal with items on the agenda and for providing this information to the Directors on a timely basis through the Company Secretary and in consultation with the Executive Directors or Managing Director; and

(xii) performing other responsibilities assigned by the Board from time to time.

7.3 Role of Managing Director ("MD")/Chief Executive Director ("CEO")

- The position of the MD/CEO in essence is to ensure the effective implementation of the Group's business plan, strategies and policies established by the Board as well as to manage the daily conduct of the business and affairs to ensure its smooth operation.
- The responsibility of the MD/CEO shall be stated in an agreed job description and generally, the MD/CEO is responsible to the Board for the following:

  (i) executive management of the Group's Business covering, inter alia, the development of a strategic plan; an annual operating plan and budget; performance benchmarks to gauge management performance and the analysis of management reports;

  (ii) developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved;

  (iii) set, review and ensure compliance with the Company's value;

(iv) directing and controlling all aspects of the business operations in a cost effective manner;

(v) effectively oversee the human resources of the Group with respect to key positions in the Group's hierarchy;

(vi) ensures that the Group's Financial Reports present a true and fair view of the Group's financial condition and operational results and are in accordance with the relevant accounting standards;

(vii) assures the Group's corporate identity, products and services are of high standards and are reflective of the market environment;

(viii) be the official spokesman for the Company and responsible for regulatory, governmental and business relationships;

(ix) ensures compliance with governmental procedures and regulations;

(x) coordinates business plans with the businesses heads, coordinates management issues through the Board, and oversees divisional function groups and cost containment process in consultation with the financial controller;

(xi) maintains and facilitates a positive working environment and good employee relations; and

(xii) assists the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to Directors on a timely basis.

In discharging the above responsibilities, the MD/CEO can delegate appropriate functions to the Senior Management, who shall report to the MD/CEO.

7.4 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, 1965 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.

7.5 Declaration of Interests

- Every director shall declare in writing to the Company 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 provide written disclosure of the nature and extent of his or her interest to the Company Secretary of the Board as soon as practicable.

- A director who is interested in a Matter 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.

8 FINANCIAL REPORTING

8.1 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 financial reporting process and the quality of its financial reporting.

8.2 Company's 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's 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's auditors.

- Appointment of the Company's auditors is subject to approval of shareholders at General Meetings. The Company Auditors have to retire during AGM every year and be re-appointed for the ensuring year.

8.3 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.

9. BOARD PROCESSES

9.1 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.

- 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.

- 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.

9.2 Minutes and Resolutions

- Proceedings of all meetings are minuted and signed by the Chairman of the 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 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.

- In the event of an equality of votes, the Chairman of the Board shall be entitled to a casting vote.

- Any such resolution may consist of several documents in the like form, each signed by one (1) or more Directors. The expressions “in writing” or “signed include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director

9.3 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.

9.4 Access to Information and Independent Professional Advice

- The Directors have unrestricted access to the advice and service 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 (whether as a Board or each Director in his/her own capacity).

10. DIRECTORS’ TRAINING AND CONTINUING EDUCATION PROGRAMMES

- 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.

- New Directors shall be briefed on the Company’s history, operations and financial control system and base visit would be conducted to enable them to have in-depth understanding of the Company’s operations.

- 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.

11. 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 AGMs to ensure a high level of accountability and discussion of the Company's strategy and goals;

  (ii) invite the external auditor to attend the AGM 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) encourage poll voting on substantive resolution 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; and

  (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 MD/CEO shall take responsibility for addressing queries from shareholders, stakeholders and analysts.

- 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.

12. 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 shall at all times promote professionalism and improve the competency of management and employees and shall ensure adequate safety measures and provide a safe and healthy working environment of all employees at the workplace.

13. ENVIRONMENT AND SOCIAL RESPONSIBILITY

13.1 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.

13.2 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.

14. REPRESENTATION OF THE COMPANY

- The Board appoints the MD/CEO to speak on behalf of the Group and to manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements.

- Non-Executive Directors with the possible exception of the Chairman to as far an extent as possible, shall avoid commenting on the Company to external audiences. This is to avoid confusion and to ensure that the Board speaks in one voice.

15. REVIEW OF BOARD CHARTER

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