



DATASONIC GROUP BERHAD
(Registration No. 200801008472 (809759-X))
(Incorporated in Malaysia)

BOARD CHARTER

As at 26 July 2023

1. INTRODUCTION

- 1.1 This Board Charter of Datasonic Group Berhad (“the Company”) sets out the guidance and clarity for the Board of Directors (“Board”) and the Management with regard to the role of the Board and Board Committees, the requirements of the Board in carrying out its supervisory and stewardship roles and in discharging its fiduciary duties and leadership functions towards the Company as well as the Board’s operating practices.
- 1.2 This Board Charter is subject to the provisions of the Company’s Constitution, Companies Act, 2016, Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”), Capital Market and Services Act, 2007, Malaysian Code on Corporate Governance (“MCCG”), Guidelines on Conduct of Directors of Listed Corporations and Their Subsidiaries issued by Securities Commission Malaysia and any other applicable legislations or regulations.

2. PURPOSE

- 2.1 This Board Charter serves as a source of reference to ensure that all Board members acting on behalf of the Company are aware of their roles and responsibilities as Board members and the various legislations and regulations affecting their conduct and to ensure that good governance and ethical practices are applied throughout the Company and its subsidiaries (“the Group”).

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

- 3.1 The Board shall objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company and shall act with integrity, led by example, keep abreast of their responsibilities as Director and of the conduct, business activities and development of the Company.
- 3.2 The Board in discharging its responsibilities in meeting the goals and objectives of the Company, the Board shall:-
 - a) together with senior management, promote good corporate governance culture within the Company which reinforces ethical, prudent and professional behaviour;
 - b) reviews challenge and decide on management’s proposals for the Company, and monitor its implementation by management;
 - c) ensures that the strategic plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

- d) supervises and assess management performance to determine whether the business is being properly managed;
- e) ensures there is a sound framework for internal controls and risk management;
- f) understand the principal risks of the Company's business and recognise that business decisions involve the taking of appropriate risks;
- g) set the risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- h) ensures that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management;
- i) ensures that the Company has in place procedures to enable effective communication with stakeholders;
- j) ensures that all its Directors are able to understand financial statements and form a view on the information presented; and
- k) ensures the integrity of the Company's financial and non-financial reporting.

4. BOARD COMPOSITION AND CRITERIA

- 4.1 The Board consists of qualified individuals with appropriate mix of skills and knowledge, views, experience and independent elements that fits the Company's objectives and strategic goals.
- 4.2 The size of the Board is determined by the Company's Constitution, which permits a minimum of 2 and maximum of 18 Directors to be appointed to the Board. At least 2 Directors or 1/3 of the Board, whichever is the higher, shall be Independent Directors. The Board will ensure that its composition always complies with the MMLR of Bursa Malaysia and any other applicable regulations.
- 4.3 The Board takes steps to ensure that women candidates are sought as part of its recruitment exercise. To promote gender diversity, the Board will take steps ensure that it comprises at least 30% women directors. If the composition of women on the Board falls below 30%, it will actively work towards meeting this ratio and disclose the action it has or will be taking to achieve the 30% ratio.
- 4.4 The Board reviews the participation of women in senior management to ensure there is a healthy talent pipeline.
- 4.5 Appointment of Board and senior management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

Appointment and Re-election

- 4.6 The appointment of a new member to the Board is made upon recommendation from the Nomination and Remuneration Committee whose primary responsibilities are to evaluate, assess and recommend candidates for the Board's approval.
- 4.7 In making the recommendations, the Nomination and Remuneration Committee will consider the required mix of skills, experience and diversity, including gender ethnicity and age, where appropriate, which the Director brings to the Board.
- 4.8 In sourcing the candidates for appointment of Directors, the Board does not solely rely on recommendations from existing Directors, senior management or major shareholders. The Board may utilise independent sources to identify suitably qualified candidates which may include sourcing from a directors' registry, open advertisements or the use of independent search firms.
- 4.9 The Constitution of the Company provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting ("AGM"). Further, one third (1/3) of the Directors shall retire from office and be eligible for re-election at every AGM.
- 4.10 No person shall be appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. A person is considered political active if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.
- 4.11 All new Directors appointed to the Board shall receive induction programme to be provided by the Chief Executive Officer and Senior Management.

5. CHAIRMAN

- 5.1 The Board can appoint a Director as Chairman or one or more Deputy Chairmen for whichever periods the Board decide.
- 5.2 The Chairman of the Board can be an executive or non-executive member of the Board.
- 5.3 The Chairman of the Board shall not be a member of the Audit Committee and Nominations and Remuneration Committee to ensure there is check and balance as well as objective review by the Board.
- 5.4 The responsibilities of the Chairman of the Board, amongst others, are as follows:-
 - a) instils good corporate governance practices, leadership and effectiveness of the Board;

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- b) provides leadership for the Board so that the Board can perform its responsibilities effectively;
- c) leads the Board in the adoption and implementation of good corporate governance practices in the Company;
- d) sets the board agenda and ensuring that Directors receive complete and accurate information in a timely manner;
- e) leads Board meetings and discussions;
- f) encourages active participation and allowing dissenting views to be freely expressed;
- g) manages the interface between Board and Management; and
- h) ensures appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

5.5 The positions of the Chairman and the Chief Executive Officer are separated and clearly defined to promote accountability and facilitates the division of responsibilities between them. The responsibilities of the Chairman shall include leading the Board in its collective oversight of management, while the Chief Executive Officer shall focus on the business and day-to-day management of the Company.

6. CHIEF EXECUTIVE OFFICER

- 6.1 The Board can appoint an Executive Director as the Chief Executive Officer of the Company and set terms of his employment.
- 6.2 The Chief Executive Officer is responsible for the day-to-day management and operation of the Company with all powers, discretions and delegations authorised by the Board. The Chief Executive Officer may delegate aspects of his/her authority and power but remains accountable to the Board for the Company's performance.
- 6.3 The responsibilities of the Chief Executive Officer include the following:-
 - a) develops and implement the corporate and financial strategies, annual budget and corporate performance targets of the Company in line with the Board's direction;
 - b) leads the Executive Directors in making and implementing day-to-day operational business decisions, managing resources and risks in pursuing the corporate objectives of the Company;

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- c) reports and update the Board on the current and future corporate proposals and/or initiatives of the Company and bring material and other relevant matters to the attention of the Board in an accurate, timely and regular manner;
 - d) ensures the adequacy and integrity of the management information, financial control systems and internal control systems of the Company;
 - e) ensures that the Company has the appropriate risk management practices and policies in place;
 - f) oversees the operations and drive the Group's businesses and performance towards achieving its vision and goals;
 - g) assumes full accountability to the Board for all aspects of the Company's operations and performance; and
 - h) maintains an effective communications policy and oversee shareholders' communications.
- 6.3 The Chief Executive Officer is expected to act within all specific authorities delegated to him by the Board.
- 6.4 The Chief Executive Officer is to have a formal service contract describing his/her term of office, duties, rights and responsibilities and entitlements.

7. EXECUTIVE DIRECTORS

- 7.1 The Board can appoint Executive Directors and set terms of their appointment.
- 7.2 The Board can designate one or more of the Executive Directors as the Deputy Chief Executive Officer(s) in making and implementing the day-to-day operations, business decisions, managing resources and risks in pursuing the corporate objectives of the Company as delegated by the Chief Executive Officer. The Deputy Chief Executive Officer(s) will act as the Chief Executive Officer in the latter's absence.
- 7.3 The responsibilities of the Executive Directors include the following:-
- a) provide leadership roles overseeing the day-to-day operations within their specific area of expertise or assigned responsibility;
 - b) represent the Company at the highest level and are decision makers on matters within their scope.
 - c) liaise frequently with the Chief Executive Officer and/or Deputy Chief Executive Officer and with each other to lead the Management to drive the Company forward.
 - d) responsible for developing and maintaining sound financial practices.

8. INDEPENDENT DIRECTORS

- 8.1 Independent Directors are persons of calibre, creditability and have the necessary skills, competencies and experience to bring independent and objective judgement to Board and to mitigate risks arising from conflict of interests or undue influence from interested parties.
- 8.2 A Director is considered independent if he/she is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company and subject to the requirements as stated in the MMLR.
- 8.3 The responsibilities of the Independent Directors include the following:-
- a) makes an independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competence, to provide an independent view and demonstrate objectivity in reviewing and challenging the Management's proposals at meetings;
 - b) ensures that the Board is an effective board through which good corporate governance can be promoted throughout the entire company;
 - c) provides independent judgment on issues of strategy, performance and resources, including key appointments and standards of conduct;
 - d) probes, robustly engage the management, take a position even if it is not in line with the majority owners and management;
 - e) ensures that transaction placed for board consideration will create value for the Company and its shareholders.
- 8.4 The Board undertakes assessment of the independence of Independent Director upon his/her proposed appointment, annually and when there is any notification of interest.
- 8.5 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 as a non-independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should justify and seek annual shareholders' approval through a two-tier voting process.

9. SENIOR INDEPENDENT DIRECTOR

- 9.1 The Board may appoint a Senior Independent Director to act as an additional safeguard and to serve as a fall back point of contact for investors and shareholders when the normal channel of communication is considered to be inappropriate or inadequate.

9.2 The responsibilities of the Senior Independent Director include the following:-

- a) acts as a sounding board for the Chairman;
- b) acts as an intermediary for other Directors when necessary;
- c) the point of contact for shareholders and other stakeholders; and
- d) serves as the principal conduit between the Independent Directors and the Chairman on sensitive issues.

10. TIME PERIOD OF OFFICE AND OTHER OFFICES

- 10.1 Board members have no fixed term of appointment, but are subject to retirement by rotation and re-election in accordance with the provisions of the Constitution of the Company.
- 10.2 New Board members will only hold office until the next annual general meeting at which they will retire and become available for election.
- 10.3 Termination of service/employment contract will result in resignation from the Board, unless the Board determines otherwise.
- 10.4 All Board members shall notify the Chairman before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment.
- 10.5 Directors shall limit their directorship of companies to a number in which they can sufficiently devote their time and maintain effectiveness.
- 10.6 Subject to the assessment of the Nomination and Remuneration Committee, the Board shall provide justification to retain an Independent Director beyond the term limit of nine (9) years. The Board shall undertake a rigorous review to determine whether the 'independence' of the Director has been impaired.
- 10.7 The Company shall use the two-tier voting process in seeking annual shareholders' approval to retain an Independent Director beyond the term limit of nine (9) years -
 - Tier 1: Only the Large Shareholder(s) of the Company votes.
 - Tier 2: Shareholders other than Large Shareholder(s) votes.

Large Shareholder means a person who:-

- is entitled to exercise, or control the exercise of, not less than 33% of the voting shares in the Company; or
- is the largest shareholder of voting shares in the Company; or
- has the power to appoint or cause to be appointed a majority of the Directors of the Company; or

- has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to be given effect to.

The decision for the resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one Large Shareholder, a simple majority of votes determine the outcome of the Tier 1 vote.

The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution.

However, the resolution is deemed to be defeated where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting.

11. DIRECTORS' REMUNERATION

- 11.1 The Board has established a Remuneration Framework to determine the remuneration of the Directors and senior management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required.
- 11.2 The Board is assisted by the Nomination and Remuneration Committee in reviewing and recommending matters relating to the remuneration of the Directors and senior management.
- 11.3 The Board recognises fair remuneration is critical to attract, retain and motivate Directors and senior management. The remuneration of the Board should take into account the complexity of the Company's business and the individual's responsibilities. The remuneration should be aligned with the business strategy and long-term objectives of the Company.
- 11.4 In determining the appropriate level of remuneration for Directors and senior management, the Board takes into consideration the Company's performance in managing material sustainability risks and opportunities.
- 11.5 The remuneration and incentives for Independent Directors should not conflict with their obligation in bringing objectivity and independent judgment on matters discussed.

12. DIRECTORS' TRAINING AND CONTINUOUS EDUCATION

- 12.1 All Board members are encouraged to regularly keep themselves abreast of changes and trends in the business and in the Company's environment and markets, which shall include changes and trends in the economic, political, social and legal climate generally.

- 12.2 The Board, through the Nomination and Remuneration Committee shall assess the training needs of every Director from time to time and to ensure they have access to appropriate continuing education programmes to update their knowledge for effective and efficient discharge of Directors' duties and responsibilities.

13. BOARD GOVERNANCE

13.1 Board Procedures

- a) The conduct of Board members will be consistent with their duties and responsibilities to the Company and thus to the shareholders.
- b) The Directors would always act within limitations imposed by the Board on its activities.
- c) Directors' responsibilities and limitations are primarily set out in the Company's Constitution, the Companies Act, 2016, MMLR of Bursa Malaysia, the Board and/or shareholders' resolutions and other relevant legislations, where applicable.
- d) The Board shall be disciplined in carrying out its role, with the emphasis on strategic issues and policy.
- e) The Board's discussion will be open and constructive. The Chairman will seek a consensus in the Board but may, where considered necessary, call for a vote. Discussions and records will remain confidential unless a specific direction from the Board to the contrary.
- f) The Board has sole authority over its agenda. However, any Board member may request an addition of an item on the agenda.
- g) The Board members are entitled to have access, at reasonable times, to all relevant company information and to senior management to assist them in the discharge of their duties and responsibilities to enable them to make informed decisions.
- h) The Board members are expected to strictly observe the provisions of the legislations/regulations applicable to the use and shall preserve the confidentiality of confidential material given or presented to the Board.
- i) The Board or a Board member for the furtherance of their or his duties may take independent professional advice (if necessary) at the Company's expense, subject to the prior approval of the Chairman.

13.2 The Board shall:-

- a) approves the quarterly financial statements, other reports to shareholders and public announcements;
- b) considers and, if appropriate, declare or recommend the payment of dividend;
- c) formalises ethical standards through code of conduct and ensure its compliance;
- d) formalises and reviewing performance of key sustainability initiatives and recommend improvements, which should include environmental, social and governance aspects of the business;
- e) reviews and evaluate the present and future strengths, weaknesses and opportunities in respect of the Company. Comparisons with competitors, locally and internationally, and best practices are important elements of this process;
- f) reviews and approve the Company's financial objectives, plans and actions and significant allocation and expenditure;
- g) reviews the Company's goals and the strategies for achieving the Company's goals;
- h) reviews the Board's composition, structure and succession;
- i) reviews the Company's audit requirements;
- j) reviews the performance of, necessity for and composition of the Board;
- k) reviews the Directors' remuneration;
- l) reviews risk assessment policies and controls, including compliance with legal and regulatory requirements;
- m) through the Nomination and Remuneration Committee, annually assesses the effectiveness of the Board as a whole, the Board Committees and for assessing the contribution of each individual Director. All assessments and evaluations carried out by the Nomination and Remuneration Committee in the discharge of all its functions should be properly documented; and
- n) through the Nomination and Remuneration Committee, annually reviews the Board's required mix of skills, independence and diversity, including core competencies that Non-Executive Directors should bring to the Board.

14. BOARD COMMITTEES

- 14.1 The Board may from time to time establish Board Committees as it considers appropriate to assist in carrying out its duties and responsibilities and to allow detailed deliberation on specific issues.
- 14.2 The Board Committees shall operate under its respective Terms of Reference. The Chairman of the respective Board Committees reports to the Board on the outcome of the Board Committee meetings and minutes of Board Committee meetings are made available to all Directors.
- 14.3 The Board delegates certain functions to the following Board Committees to assist in the execution of its responsibilities:-

Audit Committee

The Audit Committee serves to implement and support the oversight function of the Board. It provides a means for review of the Company's and Group's financial reporting process, ensure financial statements comply with applicable financial reporting standards, its internal controls, risk management, governance, corporate code of conduct, the independence of the Company's External Auditors and Internal Auditors, and maintain an open line of communication and consultation between the Board, the Internal Auditors, the External Auditors and the Management.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee assists the Board in its responsibilities in nominating new nominees to the Board, Chief Executive, Chief Financial, Chief Operating and other key personnel as determine by the Company. The Nomination and Remuneration Committee shall also assess the Directors of the Company on an on-going basis, the effectiveness of each individual Director and Board as a whole and various Board Committees.

The Nomination and Remuneration Committee assists the Board in its responsibilities in assessing the remuneration packages of the Directors and key management personnel of the Group to ensure that compensation is competitive and consistent with the Company's performance and practices.

The Nominations and Remuneration Committee assist the Board to ensure the composition of the Board is refreshed periodically. The tenure of each Director will be reviewed by the Nominations and Remuneration Committee and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board.

Risk Management Committee

The Risk Management Committee assists the Board in overseeing risk management framework and policies in order to manage the overall risk exposure of the Group.

Employees' Share Option Scheme Committee

The Employees' Share Option Scheme Committee assists the Board in implementation and administering of the Employees' Share Option Scheme in accordance with the provisions of the Employees' Share Option Scheme By-Laws.

15. ANTI-BRIBERY AND ANTI-CORRUPTION

- 15.1 The Board responsible for the development and implementation of the Anti-Bribery and Anti-Corruption ("ABAC") Policy of the Group;
- 15.2 The Board responsible for monitoring the effectiveness of this ABAC Policy and shall review the implementation of the Anti-Bribery Management System ("ABMS") and Ministerial Guidelines on Adequate Procedures (GAPs) on a regular basis so as to assess and ascertain its suitability, adequacy and effectiveness;
- 15.3 The Board conducts regular corruption risk assessment to identify the potential bribery and corruption risks affecting the business, set ABAC objectives, and assess the effectiveness of the controls in achieving those objectives, at least once every 3 years; and
- 15.4 The Board monitors the implementation of the ABAC Policy and review the Policy regularly to ensure that it continues to remain relevant and appropriate for its suitability, effectiveness and efficiency.

16. SUSTAINABILITY RISKS AND OPPORTUNITIES

- 16.1 The Board together with management takes responsibility for the governance of sustainability in the Company including setting the Company's sustainability strategies, priorities and targets. The Board takes into account sustainability considerations when exercising its duties including among others the development and implementation of the Company's strategies, business plans, major plans of action and risk management.
- 16.2 The Board ensures that the Company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders.
- 16.3 The Board takes appropriate action to ensure the Board members stay abreast with and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities.
- 16.4 The Board through the Nomination and Remuneration Committee review the performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities.

17. RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

- 17.1 The Board is responsible for the Company's risk management and internal control systems. It should set appropriate policies on internal control and seek assurance that the systems are adequate and functioning effectively.
- 17.2 The Board ensures that the system of internal control manages risks and forms part of its corporate culture.
- 17.3 The Board establish an effective risk management and internal control framework.
- 17.4 The Board determines the Company's level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investments and the Company's assets. This would cover key risk areas such as finance, operations, regulatory compliance, reputation, cyber security and sustainability.
- 17.5 The Board establish an Internal Audit function and identify a Head of Internal Audit who reports directly to the Audit Committee.

18. BOARD MEETINGS

- 18.1 Board members will use their best endeavours to attend Board meetings and to prepare themselves thoroughly. Board members are expected to participate fully, frankly and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board table. Board members who are unable to attend shall advise the Chairman at an early date.
- 18.2 Frequency and Quorum
 - a) Meetings of the Board will be held at such time and at such venue as the Board deems appropriate, but it will normally meet at least quarterly or where circumstances necessitate.
 - b) The quorum necessary for the transaction of business of the Directors shall be 2 Directors.
 - c) In addition to the matters set out in this Board charter, meetings and proceedings of the Board will be governed by the Company's Constitution and the Companies Act, 2016.

18.3 Agenda and Meeting Materials

- a) The Chairman ensure that an agenda is prepared prior to the meeting, addressing priority strategic issues, rather than detailed operational ones, and ensuring that proceedings are conducted efficiently and provide sufficient time to discuss and debate the areas where it can add the most value. After getting input from other Directors and Management, the Chairman should determine the agenda with the assistance of the Company Secretary and in consultation with the Chief Executive Officer.
- b) Board members receive meeting materials, which are complete and accurate within a reasonable period prior to the meeting. Upon conclusion of the meeting, the minutes are circulated in a timely manner.

19. CODE OF CONDUCT AND ETHICS

- 19.1 The Board establishes a Code of Conduct and Ethics for Directors of the Company, and together with the management implements its policies and procedures, which include managing
- 19.2 conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.
- 19.3 Directors are required to declare at all times the nature and extent of any conflict of interests, whether direct or indirect, or whether actual or potential, with the Company or its subsidiaries, and where so required, to abstain from any deliberation and decision relating thereto.
- 19.4 Where a potential or actual conflict arises, every Director shall adhere to the procedures provided by the relevant laws, including but not limited to the Companies Act, 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 19.5 Director should avoid business, financial or other direct or indirect interests or relationships which conflict with the interests of the Company or which divides his or her loyalty to the Group. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the Group and affiliated companies. Directors must not use their position or knowledge gained directly/indirectly in the course of their duties for private or personal advantage.
- 19.5 The Board ensures that its whistleblowing policies set out avenues where legitimate concerns can be objectively investigated and addressed. Individuals should be able to raise concerns about illegal, unethical or questionable practices in confidence and without the risk of reprisal.

20. DEALINGS IN SECURITIES OF THE COMPANY

- 20.1 When dealing in the securities of the Company, the Board members must strictly observe the provisions of Chapter 14 of the MMLR of Bursa Malaysia, the Capital Markets and Services Act, 2007, the Companies Act, 2016 and all other relevant legislative or regulatory requirements / procedures as may be prescribed from time to time.

21. BOARD'S RELATIONSHIP WITH STAKEHOLDERS

- 21.1 The Board ensures there is effective, transparent and regular communication between the Company and its stakeholders to facilitate mutual understanding of each other's objectives and expectations.
- 21.2 The Board shall undertake active engagements with the relevant stakeholders for example employees, shareholders, potential investors, and consumers to gain a better understanding of the expectations and concerns (if any) of these stakeholders and the company's impact on them.
- 21.3 Communication with stakeholders can be achieved through various means. This includes:-
- establishing an investor relations function;
 - conducting engagement forums;
 - organising investor, analyst and media briefings; and
 - use of electronic means (website, social media, mobile applications etc).
- 21.4 The Board shall ensure that shareholders are given sufficient notice and time to consider the resolutions that will be discussed and decided at the general meeting.
- 21.5 The Board shall take proactive measures to ensure that shareholders are able to participate at general meetings.
- 21.6 The Board members and senior management are encouraged to have constructive engagements with shareholders about the Company's performance, corporate governance, and other matters affecting the stakeholders' interests.
- 21.7 The Board shall ensure that dialogues and briefings are conducted, as part of its investors relation programme, with financial analysts, fund managers and institutional investors periodically so that the investing public receives a balance and complete view of the Group's performance, new developments and current issues faced by the business under the regional and global economic climate.

22. COMPANY SECRETARIES

- 22.1 The Board shall ensure that it is supported by a suitably qualified and competent Company Secretaries to provide sound governance advice, ensure adherence to rules and procedures, and advocate adoption of corporate governance best practices.
- 22.2 The roles and responsibilities of a Company Secretary include, but are not limited to the following:-
- Manage all Board and Board Committees meeting logistics, attend and record minutes of all Board and Committee meetings and facilitate board communications;
 - Advise the Board on its roles and responsibilities;
 - Facilitate the orientation of new directors and assist in director training and development;
 - Advise the Board on corporate disclosures and compliance with company and securities regulations and listing requirements;
 - Manage processes pertaining to the annual shareholder meeting;
 - Monitor corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
 - Serve as a focal point for stakeholders' communication and engagement on corporate governance issues.
- 22.3 The appointment and removal of the Company Secretary is a matter of the Board as a whole.

23. REVIEW OF BOARD CHARTER

- 23.1 The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.
- 23.2 The Board Charter is made available for reference in the Company's website at www.datasonic.com.my.