



## **Board Charter**

## **BOARD CHARTER**

### **1. INTRODUCTION**

The Board of Directors (“Board”) of Revenue Group Berhad (“RGB” or the “Company”) recognizes that good corporate governance practices and culture are the Revenue Group Berhad keys to the success, sustainability and survival in the ever changing social, economic and political eco-systems in the business environment locally and globally. The Board is, therefore, wholly committed to applying the principles necessary to ensure good corporate governance is practiced throughout RGB in all its business dealings in respect of its shareholders and other stakeholders.

This Board Charter sets out the key corporate governance principles adopted by the Board of the Company.

### **2. PURPOSE OF THE BOARD CHARTER**

The Board Charter of Revenue Group Berhad sets out the composition, roles and responsibilities of the Board.

## **BOARD CHARTER (CONT'D)**

### **3. BOARD STRUCTURE**

#### **3.1. Composition of the Board**

- 3.1.1. The Board consists of qualified individuals with diverse set of skills, experiences and knowledge that are necessary and relevant to the Group's business operations. The composition and size of the Board is such that it facilitates the decision making of the company.
- 3.1.2. The number of directors shall not be less than 5 nor more than 9 as set out in the Company's Constitution.
- 3.1.3. In accordance with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that at least 2 directors or 1/3 of the Board, whichever is the higher, are independent directors.
- 3.1.4. Pursuant to the Company's Constitution, one-third (1/3) of the Directors or the number nearest to one-third (1/3) shall retire from office at each Annual General Meeting. A retiring Director is eligible for re-appointment. Any new or additional Director appointed by the Board during the year shall hold office until the next Annual General Meeting and shall then be eligible for re-election. The election of each Director is voted separately.
- 3.1.5. An Independent Director is one who is independent from management, free from any relationship or any transaction, which may interfere with their independent judgement or the ability to act in the best interest of Company and are willing to express his/her opinion at the Board Meeting free of concern about their position or position of any third party.
- 3.1.6. Director shall notify the Board's Chairman before he/she accepts any new directorships in other Public Listing Companies.

## **BOARD CHARTER (CONT'D)**

### **3.2. Appointments**

- 3.2.1. New Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Company.
- 3.2.2. The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee.
- 3.2.3. In the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- 3.2.4. The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.

### **3.3. Re-election**

- 3.3.1. All newly appointed directors shall retire and shall be eligible to be re-elected by the shareholders at the Company's annual general meeting.
- 3.3.2. Pursuant to the Company's Constitution, an election of directors takes place subsequent to their appointment each year where 1/3 of the directors or if their number is not 3 or a multiple of 3, then the number nearest to 1/3, shall retire by rotation from office and shall be eligible for re-election at each annual general meeting and that each director shall retire from office at least once in every 3 years and shall be eligible for re-election.
- 3.3.3. 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) be determined by lot.

## **BOARD CHARTER (CONT'D)**

### **3.4. Tenure of Independent Director**

- 3.4.1. The tenure of the independent directors 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 directors' re-designation as a non-independent director. In the event the Board intends to retain the Independent Director as an Independent Director after serving a cumulative term of nine (9) years, shareholders' approval will be sought.
- 3.4.2. The Board (Nomination Committee) assesses the independence of the Directors annually.

## **4. COMPANY SECRETARY**

- (a) The Board appoints the Company Secretary, who plays an important advisory role, and ensure that the Company Secretary fulfils the functions for which he/she has been appointed.
- (b) 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.
- (c) The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognizes the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required.
- (d) The Company Secretary must keep abreast of, and inform, the Board of current governance practices.

## **BOARD CHARTER (CONT'D)**

### **5. BOARD COMMITTEES**

- (a) The Board has delegated certain functions to certain Committees with each operating within its clearly defined terms of reference. The Chairman of the various Committees will report to the Board on the outcome of the Committee meetings.
- (b) The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities.
- (c) The Board has established the following Committees to assist the Board in the execution of its duties:
  - (i) Audit and Risk Management Committee
  - (ii) Remuneration Committee
  - (iii) Nomination Committee
- (d) The roles and responsibilities of Audit and Risk Management, Remuneration and Nomination Committees are set out in the terms and reference of each Committee.
- (e) The Chairman of the relevant Board Committees will report to the Board on the key issues deliberated by the Board Committees at the Board meetings.

### **6. ROLES & RESPONSIBILITIES OF BOARD**

The Directors are responsible for managing the business of the Company and may exercise all the powers of the Company which are required, by the provisions of the Companies Act, 1965, Articles of Association and Listing Requirements of Bursa Malaysia Securities Berhad 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.

## **BOARD CHARTER (CONT'D)**

### **6.1. Role of Board**

- 6.1.1. Establish the organization's values, vision, mission and strategies.
- 6.1.2. Provide guidance to Senior Management in developing corporate strategy.
- 6.1.3. Reviewing and set the Group's strategic plan and direction.
- 6.1.4. Review and agree the business (action) plans and annual budget proposed by the Executive management team.
- 6.1.5. Monitor the achievement of the strategic and business plans and annual budget.
- 6.1.6. Promote better investors relations and shareholder communications.
- 6.1.7. Ensure that the Group's core values, vision and mission and shareholders' interest are met.
- 6.1.8. Establish such committees, policies and procedures as appropriate, compliance obligation and functions are effectively discharged.
- 6.1.9. Arrange for directors to attend courses, seminars and participate in development programs as the Board judges appropriate.
- 6.1.10. Ensure that all significant systems and procedures are in place for the organization to run effectively, efficiently, and meet all legal and contractual requirements.
- 6.1.11. Ensure that all significant risks are adequately considered and accounted for by the Executive management team.
- 6.1.12. Ensure that organization has appropriate corporate governance in place including standards of ethical behaviour and promoting a culture of corporate responsibility.
- 6.1.13. Approving specific items of capital expenditure and investments, acquisitions and dis-investments and any significant initiatives or opportunities that arise outside the annual planning and budgeting process.
- 6.1.14. Approving and monitoring major projects including corporate restructuring/re-organization.
- 6.1.15. Overseeing the conduct and performance of the Company and subsidiaries to ensure that they are being properly and appropriately managed.

## **BOARD CHARTER (CONT'D)**

- 6.1.16. Appointing directors to the Board.
- 6.1.17. Approving the quarterly, full-year financial statements and annual report.
- 6.1.18. Recommending the interim and final dividends to shareholders, where applicable.
- 6.1.19. Reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking shareholders' approval.

### **6.2. Role of Chairman/Deputy Chairman**

- 6.2.1. Leading the Board in setting the values and standard of the Company.
- 6.2.2. Overseeing the effective discharge of the Board's supervisory role.
- 6.2.3. Facilitating the effective contribution of all directors.
- 6.2.4. Conducting the Board's function and meetings.
- 6.2.5. Briefing all the directors in relation to issues arising at meetings.
- 6.2.6. Ensuring effective communication with shareholders and relevant stakeholders.
- 6.2.7. Scheduling regular and effective evaluations of the Board's performance.
- 6.2.8. Ensuring the provision of accurate, timely and clear information to Directors.
- 6.2.9. Promoting constructive and respectful relations between Board members and between the Board and the Management.

## **BOARD CHARTER (CONT'D)**

### **6.3.     Role of Executive Director**

- 6.3.1. Develop and recommend to the Board the long-term strategy and vision of the Company.
- 6.3.2. Develop and recommend to the Board the annual business plans, budgets, action plans and policies.
- 6.3.3. Ensure management of day-to-day business affairs, continuous improvement and development, implementation and achievement of corporate policies and strategies sanctioned by the Board.
- 6.3.4. Ensure that the Company has an effective management team and structure, management development program and succession plans.
- 6.3.5. Ensure that effective internal controls and governance measures are deployed.
- 6.3.6. Keep Board fully informed of all important aspects of the Group's operations and ensuring information is distributed to the Board members.
- 6.3.7. Develop and maintain effective relations with significant external agencies such as regulatory bodies, government agencies, investing public and other trade associations and institutions.
- 6.3.8. Serve as chief spokesperson of the Company and Group.

### **6.4.     Role of Independent Non-Executive Director**

- 6.4.1. Ensures that all Independent Non-Executive Directors have an opportunity to provide input on the agenda, and advise the Chairman on the quality, quantity and timeliness of information submitted by Management that is necessary or appropriate for the Independent Non-Executive Directors to perform their duties effectively.

## **BOARD CHARTER (CONT'D)**

### **7. BOARD PROCEDURES**

#### **7.1 Board Meetings**

- 7.1.1. The Board shall meet at least four (4) times in a year, with additional meetings convened as and when necessary.
- 7.1.2. Other senior management may be invited to attend for particular items within their responsibility. The board may also 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.

#### **7.2. Minutes and Resolutions**

- 7.2.1. 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 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 minute book kept by the Company Secretary.

#### **7.3. Notices and Board Papers**

- 7.3.1 The notice of Board meetings shall be issued at least seven (7) days prior to the meeting either by post or email
- 7.3.2 The Board paper and agenda items shall be circulated at least seven (7) days prior to the meeting in similar manner as stated herein.
- 7.3.3 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.

#### **7.4. Access to Information**

- 7.4.1 The Directors, collectively or individually may seek the advice and services of the Company Secretary and Senior Management staff in the Group and may obtain independent professional advice at the Company's expense in the furtherance of their duties so as to ensure that the Directors able to make independent and informed decision.

## **BOARD CHARTER (CONT'D)**

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

- 8.1. 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.
- 8.2. The Board will ensure that the Annual General Meetings ("AGM") and Extraordinary General Meeting ("EGM") of the Company are conducted in an efficient manner and serve as a principal forum for dialogue with the shareholders.

### **9. REVIEW OF BOARD CHARTER**

This Board Charter and all Board Committee Charters shall be reviewed annually by the board to ensure it remains consistent with its objectives and responsibilities and existing regulatory requirements.