



TROPICANA

CORPORATION BERHAD

REGISTRATION NO. 197901003695 (47908-K)

BOARD CHARTER

TABLE OF CONTENT

| <u>PARTICULARS</u> | <u>PAGE</u> |
|---|-------------|
| 1.0 INTRODUCTION AND PURPOSE | 1 |
| 2.0 BOARD ROLE | |
| 2.1 Duties and Responsibilities | 2 |
| 2.2 Matters Reserved for the Board | 2 |
| 2.3 Beneficial Ownership | 2 |
| 2.4 Ethics and Conduct | 3 |
| 3.0 BOARD STRUCTURE | |
| 3.1 Board Composition and Balance | 3 |
| 3.2 Role of Individual Directors | 4 |
| 3.3 Role of the Senior Independent Director | 4 |
| 3.4 Role of the Chairman | 5 |
| 3.5 Role of the Deputy Chairman | 5 |
| 3.6 Role of the Group MD and Group CEO | 5 |
| 3.7 Tenure of Directors | 6 |
| 3.8 Company Secretary | 6 |
| 3.9 Board Committees | 7 |
| 4.0 BOARD PROCESSES | |
| 4.1 Board meetings | 8 |
| 4.2 Notice and Agenda | 8 |
| 4.3 Meeting papers | 8 |
| 4.4 Voting | 8 |
| 4.5 Access to Information | 9 |
| 4.6 Independent Professional Advice | 9 |
| 4.7 Induction Process | 9 |
| 4.8 Training Programmes | 9 |
| 4.9 Time Commitment of Directors | 10 |
| 4.10 Remuneration Level of Directors | 10 |
| 4.11 Directors' External Commitments and Conflict of Interest | 10 |
| 4.12 The Company's Constitution and Management's Limits | 10 |
| 4.13 Board Effectiveness Evaluation | 11 |
| 4.14 Integrity Framework | 11 |
| 5.0 STAKEHOLDER COMMUNICATION | |
| 5.1 General Meetings | 11 |
| 5.2 The Board's Relationship with Shareholders and Stakeholders | 12 |
| 6.0 ACCOUNTABILITY AND AUDIT | |
| 6.1 Financial Reporting | 12 |
| 6.2 Company Auditors | 12 |
| 7.0 WRITTEN RESOLUTIONS IN CIRCULATION | 12 |
| 8.0 WHISTLEBLOWER POLICIES AND PROCEDURES | 13 |
| 9.0 ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT | 13 |
| 10.0 LIMITED LIABILITY | 13 |
| 11.0 INDEMNITY | 13 |

TABLE OF CONTENT

| <u>PARTICULARS</u> | <u>PAGE</u> |
|---------------------------------|-------------|
| 12.0 REVIEW OF CHARTER | 13 |
| 13.0 PUBLICATION OF THE CHARTER | 14 |



TROPICANA

CORPORATION BERHAD

(197901003695) (47908-K)

("Company" or "Tropicana")

BOARD CHARTER

1.0 INTRODUCTION AND PURPOSE

The Board of Directors ("**the Board**") of the Company is accountable and responsible for the performance and governance activities of Tropicana Corporation Berhad and its group of companies ("**Tropicana Group**" or "**the Group**") with a view of protecting shareholder value and recognising the interests of all other stakeholders namely customers, suppliers, contractors, employees, regulators, members of the communities and all others with whom Tropicana interfaces.

This Board Charter ("**Charter**") is intended to identify the role, structure and processes related to key governance activities of the Board. It serves as a reference point for Board activities. It is designed to provide guidance and clarity for Directors and management with regard to the role of the Board and its committees as well the roles of the top key positions of the Company, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices.

This Board Charter is drawn up with the consideration of the recommendations made in accordance with the Companies Act 2016 ("**Act**"), the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Malaysian Code on Corporate Governance 2017 of Securities Commission Malaysia ("**MCCG**") and any other prevailing regulatory corporate governance practices which reflect the business, operational and corporate environment of Tropicana Group.

1.1 OUR BUSINESS PRINCIPLES

1.1.1 Our customers come first

In delivering innovative products and services, we work towards optimum customer satisfaction. We recognise and reward our loyal customers, who are our pillars of strength and a driving force behind the success of our Company.

1.1.2 Our commitment to our Shareholders

In practicing the principles of good governance, we endeavour to create shareholder value through our sustainable strategies, full accountability, business continuity and profitability.

1.1.3 Our people are our greatest assets

As a performance-driven organisation, our greatest assets are our people and their dedication to deliver the best. We are not only committed to the growth of our human capital, but we also encourage a culture of excellence and leadership towards greater successes.

1.1.4 Our teamwork

We have built a nurturing organisation, with shared values and culture, and we are motivated to think and deliver as One Team and One Organisation with One Vision.

2.0 BOARD ROLE

2.1 Duties and Responsibilities

The principal responsibilities of the Board in stewarding the Group are as follows:-

- (a) to review and adopt the strategic plan for the Group;
- (b) to oversee the conduct of the Group's business to determine whether the business is being properly managed;
- (c) to identify principal risks and ensure the implementation of appropriate systems to manage these risks;
- (d) to establish a succession plan for the Company;
- (e) to oversee the development and implementation of an investor relations programme or shareholder communications policy for the Company;
- (f) to review 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;
- (g) to ensure that the Company's financial statements are true and fair and conform with the laws;
- (h) to ensure that the Company adheres to high standards of ethics and corporate behaviour;
- (i) to authorise investigations into fraud, illegal acts or suspected violations of Group policies involving Management or Directors; and
- (j) to ensure Board information, discussions, deliberations and decisions that are not publicly known are not used for personal interest, or their employers' interest.

The Board is also mindful of the importance of building a sustainable business, and therefore takes into consideration the environmental, social and governance impact when developing the corporate strategy of the Group. The Board also ensures that the Company participates and undertakes activities in corporate social responsibilities.

2.2 Matters Reserved for the Board

To ensure that the direction and control of the Group is firmly in its hands, the matters reserved for the Board's decisions are as follows:-

- (a) to approve corporate plans and strategic issues of the Company;
- (b) to approve annual budgets of the Company;
- (c) to approve material acquisitions and disposals of undertakings and assets as well as major investments of the Group;
- (d) to approve new ventures of the Group;
- (e) to approve changes to the control structure of the Company including key policies, capital expenditure, authority levels, treasury policies and risk management policies;
- (f) to approve material borrowings of the Company; and
- (g) to review of the financial statements of the Company and the Group on a consolidated basis.

2.3 Beneficial Ownership

Section 56B of the Act defines beneficial owner as "a natural person who ultimately owns or controls a company and includes an individual who exercises ultimate effective control over a company" and Section 56B of the Act will allow the company to issue a notice to obtain beneficial ownership information from its members and from any persons believed to be a beneficial owner or believed to have information of a beneficial owner.

The Board is ultimately responsible for ensuring that the Company has obtained the beneficial ownership information. This is through the issuance of the company notices under section 56(1), (2) or (3) of the Act.

The Board is also responsible to ensure that once that information is received, that the information will then be recorded in the register of beneficial owners register.

2.4 Ethics and Conduct

The Board acknowledges its leadership role in creating ethical values and observing ethical conduct. The Board adopts and observes the Code of Ethics for Company Directors established by the Companies Commission of Malaysia, as the Board is fully supportive of the principles of the said Code of Ethics and finds it suitable for the Company to uphold the same principles.

3.0 BOARD STRUCTURE

3.1 Board Composition and Balance

3.1.1 The Board recognises the importance of independence and objectivity in the decision making process. At any one time at least 2 directors or 1/3 of the board of directors, whichever is higher, are independent directors. An Independent Director (“ID”) shall have the meaning as defined in Chapter 1 of the Listing Requirements of Bursa Securities.

3.1.2 The Board endeavours to keep its size at a reasonable level to ensure participation, involvement and effectiveness. The Company’s Constitution allows a minimum of two (2) and a maximum of fifteen (15) directors. The Board shall from time to time examine its size with a view to determine the impact of its number upon its effectiveness as well as to comply with the Constitution of the Company and other regulatory requirements that are in force.

3.1.3 The tenure of an ID shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an ID may continue to serve on the Board as Non-Independent Non-Executive Director. If the Board intends to retain an ID beyond nine (9) years, it shall justify and seek annual shareholders’ approval through two-tier voting process as stipulated in the MCGG.

3.1.4 The Board recognises the need for the composition to reflect a range of skill mix and expertise. High levels of professional skills and appropriate personal qualities are pre-requisite for directorships. Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, ability to ask probing operational related questions, high ethical standards, sound practical sense, and total commitment to furthering the interests of shareholders and the achievement of the Company’s goals.

3.1.5 The Board takes cognisance of the recommendation of the MCGG that the positions of Chairman and Chief Executive Officer should be held by different individuals, and that the Chairman must be a Non-Executive member of the Board.

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 Group Chief Executive Officer (“**Group CEO**”) / Deputy Group CEO / Group Managing Director (“**Group MD**”) separate. The Chairman is responsible for the leadership,

effectiveness, conduct and governance of the Board while the Group CEO / Group MD has overall responsibility for the day-to-day management of the business and implementation of the Board's policies and decisions. The Group CEO is responsible to ensure due execution of strategic goals, effective operation within the Group, and to explain, clarify and inform the Board on matters pertaining to the Group.

The Chairman of the Board should not be the Chairman/ member of the Audit Committee, Nomination Committee or Remuneration Committee

- 3.1.6 The Board disclosed in its website and Annual Report the Company's policies on gender diversity, its targets and measures to meet those targets.

3.2 Role of Individual Directors

The Directors shall at all times are expected to comply with their legal, statutory and in accordance with the Constitution of the Company, the Act, Listing Requirements, MCCG and any other applicable law or regulatory requirements when discharging their fiduciary responsibilities as Directors. The duties of the Directors include, among others are:-

- (a) to act in good faith and in the best interest of the Group;
- (b) to avoid conflicts of interest with the Group in a personal or professional capacity, including improper use of the property, information, opportunity of the Group or position as a Director or officer of the Group engaging in business which is in competition with the Group;
- (c) to ensure Board's information, discussions, deliberations and decisions that are not publicly known are not used for personal interest, or their employers' interest;
- (d) to disclose and abstain from voting on matters of material personal interest;
- (e) every Director shall devote sufficient time to prepare for and attend Board and Board Committee meetings, attend Directors' continuous training programme and briefings;
- (f) every Directors must attend at least fifty (50) percent of the Board meetings held in each financial year; and
- (g) every Directors must ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter.

3.3 Role of the Senior Independent Director

- 3.3.1 An Independent Director shall, upon his appointment, give to Bursa Securities a letter of confirmation that he is an Independent Director as defined under Paragraph 1.01 of the Listing Requirements of Bursa Securities.

- 3.3.2 An Independent Director means a director who 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. Without limiting the generality of the foregoing, an independent director is one who:-

- (a) is not an executive director of the Company or any related company of the Group;
- (b) has not been within the last three (3) years and is not an officer (except as a non-executive director) of the Group. For this purpose, "officer" has the meaning given in section 2 of the Act;
- (c) is not a major shareholder in the Company;

- (d) is not a family member of any executive director, officer or major shareholder of the Group;
- (e) is not acting as a nominee or representative of any executive director or major shareholder of the Group;
- (f) has not been engaged as an adviser by the Group under such circumstances as prescribed by Bursa Securities or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the Group under such circumstances as prescribed by Bursa Securities; or
- (h) has not engaged in any transaction with the Group under such circumstances as prescribed by Bursa Securities or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the applicant or listed issuer) which has engaged in any transaction with the Group under such circumstances as prescribed by Bursa Securities.

3.3.3 The Board may select among its Independent Non-Executive Director to be appointed as Senior Independent Non-Executive Director.

3.4 Role of the Chairman

The Chairman carries out a leadership role in the conduct of the Board and in his relations with shareholders and other stakeholders. The primary responsibilities of the Chairman are, amongst others, as follows:-

- (a) to lead the Board and to ensure the effectiveness of all aspects of the Board's role;
- (b) to ensure the efficient organisation and conduct of the Board's function and meetings;
- (c) to facilitate the effective contribution of all Directors at Board meetings;
- (d) to promote constructive and respectful relations among Directors, and between the Board and management of the Group ("**Management**"); and
- (e) to ensure effective communication with shareholders and relevant stakeholders.

3.5 Role of the Deputy Chairman

The Deputy Chairman shall assist the Chairman in performing the latter's duties and responsibilities. In the absence of the Chairman, the Deputy Chairman shall take the role as the Acting Chairman until the Chairman resumes carrying out his normal duties.

The primary responsibility of the Deputy Chairman is to provide support and assistance to the Chairman in carrying out his responsibilities.

3.6 Role of the Group MD and Group CEO

The position of the Group MD and Group CEO will jointly carry out roles and functions to ensure the effective implementation of the Group's business plan and policies established by the Board as well as to manage the daily conduct of the business to ensure its smooth operation.

The primary responsibilities of the Group MD and Group CEO are, amongst others, as follows:-

- (a) To co-develop and present the strategic business plans to the Board for approval;
- (b) To co-develop the Group's corporate strategies and vision for the endorsement of the Management Committee, and ensuring successful implementation of the strategies in meeting objectives and targets;
- (c) To co-develop and ensure business plans for the long term sustainable growth of the Group;
- (d) To take on the sharing of leadership role in establishing and sustaining corporate culture and value;
- (e) To co-assist in the reporting of the progress of annual business plans and other relevant matters to the attention of Board in an accurate and timely manner; and
- (f) To be accountable for the overall results and performance, and to the Board of Directors and the stakeholders of the Company;
- (g) To assume the responsibility of establishing and maintaining effective and efficient marketing and sales programs for the Group.

3.7 Tenure of Directors

- 3.7.1 Pursuant to the Company's Constitution, one-third (1/3) of the Directors for the time being shall retire from office and each Director must retire once in every three (3) years but shall be eligible for re-election.
- 3.7.2 In accordance with Section 205(1) of the Act, the retirement of Directors will be regulated as stipulated in the Constitution, or the term of appointment. In the event there is no such provisions in the Company's Constitution, Section 205 of the Act will apply in relation to the retirement of Directors of the Company.
- 3.7.3 The tenure of the Executive Directors ("ED") is tied to their executive office.

3.8 Company Secretary

- 3.8.1 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 of the post.
- 3.8.2 The key role of the Company Secretary or a representative from the Group Company Secretarial Department is to provide unhindered advice and services to the Directors as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 3.8.3 Other primary responsibilities of the Company Secretary include:-
 - (a) advising the Board and Management on governance issues;
 - (b) ensuring compliance of Listing Requirements and related statutory obligations;
 - (c) The Company Secretary or his/her nominee will attend Board, Board Committees and general meetings, ensuring Board meeting procedures are followed and also ensuring the proper recording of minutes;
 - (d) ensuring the proper maintenance of statutory registers and records;
 - (e) assisting the Chairman in the preparation and conduct of meetings;
 - (f) updating the Directors on any new changes and development to the statutory or regulatory requirements concerning their duties and responsibilities as well as those concerning the Company; and
 - (g) assisting the communications between the Board and Management.

3.9 Board Committees

3.9.1 The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities. Where a Committee is formed, specific terms of reference (“**TOR**”) of the Committee would be established to cover matters such as the purpose, composition and functions of the Committee.

3.9.2 The Board Committees that have been established are as follows:-

(a) **Audit Committee**

The Audit Committee assists and supports the Board’s responsibility in overseeing the Company’s performances by reviewing the Company’s processes in producing financial data, its internal controls and reviewing the works of the Company’s external and internal auditors.

(b) **Nomination Committee**

The Nomination Committee oversees matters related to the nomination of new Directors; annually review the required mix of skills, experience and other requisite qualities of Directors as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director.

(c) **Remuneration Committee**

The Remuneration Committee is primarily responsible in recommending to the Board the remuneration of Directors and key personnel in all its forms to ensure adequate, fair and competitive compensation and benefits.

(d) **Risk Management and Sustainability Committee**

The Risk Management and Sustainability Committee ensures that a sustainability and risk management framework is embedded throughout Tropicana Group; ensures that the sustainability and risk management framework is consistently adopted throughout the Group and is within the parameters established by the Board; provide oversight of sustainability initiatives in line with the purpose, values and strategy of Tropicana Group; and ensures compliance with external requirements.

(e) **Pricing Committee**

The Pricing Committee is to approve the minimum / net selling prices of the new launches of properties to be developed by Tropicana Group to ensure the prices set are market driven.

(f) **Investment Committee**

The Investment Committee assists the Board to review proposed transactions/investments falling under the Company’s internal materiality threshold with a view to strategically allocate the Tropicana Group’s financial resources efficiently and to eliminate or minimise the risk of oversight in investment decisions.

3.9.3 **Dissolution**

The Board reserves the right to dissolve any Committees from time to time upon recommendation and decision of the Board in line with new developments and guidelines concerning Corporate Governance practices as issued by relevant regulatory authorities.

4.0 **BOARD PROCESSES**

4.1 **Board meetings**

4.1.1 Meetings will be conducted at least once every quarter on a scheduled basis and additional meetings will be convened as and when deemed necessary by the Board. The Company shall prepare and distribute a timetable for all required to attend the meetings.

4.1.2 Board members are required to attend the Board meetings. Other senior officers may be invited to attend for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises.

4.1.3 All or any members of the Board may participate in a meeting of the Board by means of a telephone conference, video conference or any communication technology, which allows all members of the Board participating in the meeting to communicate simultaneously with each other. A member of the Board so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, the meeting shall be deemed held at the registered office of the Company.

4.2 **Notice and Agenda**

As best practices, notices of Board meetings are to be given in writing at least seven (7) days prior to the meeting, unless there are matters requiring urgent attention. The Chairman, together with the Group CEO, Deputy Group CEO, Group MD and the Company Secretary, shall undertake the primary responsibility of preparing the Board's agenda.

4.3 **Meeting papers**

4.3.1 Meeting papers and agenda items are to be circulated in advance of the meeting. When there is a need to table a report, a brief précis of findings and/or proposals is recommended to be prepared.

4.3.2 All proceedings, deliberations and conclusions of the Board meetings are to be minuted and shall be signed by the Chairman of the meeting at which the proceedings were held or the Chairman of the next succeeding Board meeting.

4.4 **Voting**

Subject to the Company's Constitution, any question arising at any meeting of Directors shall be decided by a majority of votes, each Director having one (1) vote and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

4.5 Access to Information

- 4.5.1 Papers and materials presented to the Board are to be maintained by the Company Secretary together with minutes of meetings, and are accessible to the Directors.
- 4.5.2 All Directors (Executive and Non-Executive) shall have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of the Company unless they are matters posing conflict of interests.

4.6 Independent Professional Advice

- 4.6.1 The Board as well as any Director is entitled to obtain independent professional advice relating to the affairs of the Company or to his responsibilities as a Director or specifically as a Board Committee member.
- 4.6.2 If a Director considers such advice is necessary for the discharge of his duties and responsibilities as Director and is beneficial to the Company, such Director shall first discuss it with the Chairman/Board. Having done so, he may proceed.
- 4.6.3 Subject to the prior approval of the Chairman/Board, the cost of the advice will be reimbursed by the Company but the Director will ensure, so far as is practicable, that the cost is reasonable.

4.7 Induction Process

- 4.7.1 The objective of the induction process is to provide Directors with a rapid and clear insight into the Company. This will enable the Directors to discharge their duties and responsibilities effectively.
- 4.7.2 Induction of Directors may include (but not limited to) the following:-
- (a) Spending time with the other Directors, the Chairman, the Group CEO, the Group MD and/or the Company Secretary. If the ID is a functional specialist, with his counterpart;
 - (b) Being furnished with a copy of the minutes of the previous Board meetings held during the past six (6) months; business/strategic plan, pertinent management reports; profile of key competitors and significant reports by management consultants on areas of Board responsibilities;
 - (c) Visits to key sites (including overseas locations, if the business is strongly international); and
 - (d) A formal 1-2 day induction programme, which include many of the elements above and which may also include presentations from various divisions on their strengths, weaknesses and ambitions.

4.8 Training Programmes

- 4.8.1 Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Securities.
- 4.8.2 Directors are strongly encouraged to attend relevant trainings to keep them abreast with developments pertaining to the oversight function of Directors as well as updates on technical matters such as financial reporting standards, tax budgets and so on.
- 4.8.3 The Board will assess the training needs of the Directors and disclose in the Annual Report the trainings attended by the Directors.

4.9 Time Commitment of Directors

- 4.9.1 No fixed time commitment is set for Board duties as the time required by Directors may fluctuate depending on demands of the business and other events. However, it is expected that Directors will allocate sufficient time to the Company to perform their duties effectively, including being prepared for meetings and contributing effectively to the business of the Company.
- 4.9.2 Directors of the Company must not hold directorships in more than five (5) public listed companies and should notify the Board before accepting any new directorships. The notification should include an indication of time that will be spent on the new appointment.
- 4.9.3 Every Director must attend at least fifty (50) percent of the Board meetings held in each financial year.

4.10 Remuneration Level of Directors

- 4.10.1 The Company aims to set remuneration at levels that are sufficient to attract, motivate and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the caliber, responsibilities, contributions and commitment involved, but without paying more than is necessary to achieve this goal.
- 4.10.2 The components of the remuneration of the ED shall be structured so as to link rewards to corporate and individual performance. In the case of NED, the level of remuneration shall reflect the contributions, commitment, experience, expertise and responsibilities undertaken by the particular NED concerned and the complexity of the Company's activities.

4.11 Directors' External Commitments and Conflict of Interest

- 4.11.1 A Director shall at all times exercise his powers for a proper purpose and in good faith in the best interest of the Company and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office and shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.
- 4.11.2 A Director shall at all times avoid conflicts of interest, and shall as soon as practicable after the relevant facts have come to his/her knowledge, declare the nature of his/her interest at a meeting of the directors of the Company. Every Director shall give notice to the Company of such events and matters relating to him/her as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.
- 4.11.3 Should there be any actual, potential or perceived conflict of interest between the Company and a Director, or an associate of a Director such as a spouse, other family member(s), or a company where he is deemed to have interest pursuant to the Act, the Director shall excuse himself/herself from the meeting during discussions or deliberations of any matter. Where this cause insufficient directors to make up a quorum, the Board has the right to appoint another Director, which meets the provision in the Company's Constitution.

4.12 The Company's Constitution and Management's Limits

- 4.12.1 The Board operates pursuant to the powers and subject to the provisions in the Company's Constitution as adopted by the shareholders in general meetings.
- 4.12.2 The Management is expected to act within all specific authorities delegated to it by the Board.

4.13 Board Effectiveness Evaluation (BEE)

4.13.1 The Board has entrusted the Nomination Committee (“**NC**”) with the responsibility for carrying out the annual BEE.

4.13.2 The Board’s effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct, and the performance of the Chairman and MD.

The Board, through the NC effectiveness assessment, examines the respective Committees members, including their respective Chairmen, to ascertain whether their functions and duties are effectively discharged in accordance with their respective Terms of Reference.

4.13.3 The Directors’ Self and Peer Assessment is intended to evaluate the mix of skills, experience and other relevant qualities the Directors bring to the Board, and takes into account the individual director’s ability to exercise independent judgement at all times and to contribute to the effective functioning of the Board.

4.13.4 The Self and Peer Assessment process also examines the ability of each Board or Committee member to give material input at meetings and to demonstrate a high level of professionalism and integrity in the decision-making process.

4.13.5 The assessment results from the BEE form the basis of the NC’s recommendation to the Board for the re-election and/or re-appointment of Directors and Board Committee members as well as for further development of the Board and Board Committees.

4.14 Integrity Framework

New recruits are briefed on the Code of Ethics upon joining and are required to acknowledge in writing their acceptance and understanding of the code. Further reinforcement on the code is also done during the Group Orientation Programme. Directors and employees are expected to observe high standards of integrity and fair dealing in relation to customers, staff and regulators in the communities within which the Group operates.

5.0 STAKEHOLDER COMMUNICATION

5.1 General Meetings

5.1.1 The Company regards the Annual General Meeting (“**AGM**”) as an important event in the corporate calendar. Extraordinary General Meetings (“**EGM**”) are added opportunities for the Directors to have face-to-face communication with the shareholders of the Company. The Company regards general meetings as the principal forum for dialogue with shareholders and aims to ensure that general meetings provide important opportunity for effective communication and for constructive feedback from the Company’s shareholders.

5.1.2 All Directors and the Chairs of Board Committees must attend General Meetings to allow shareholders to raise questions and receive meaningful response to questions raised by them.

5.1.3 The Chairman encourages active participation of the shareholders during general meetings and provides reasonable time for discussion at general meetings. Where appropriate and if required, the Chairman will also undertake to provide the questioner with a written answer to any significant question that cannot be answered immediately.

5.1.4 All resolutions tabled at the AGM and EGM will be conducted by poll voting.

5.2 The Board's Relationship with Shareholders and Stakeholders

5.2.1 Investor Relations And Shareholder

Dialogue with stakeholders is a necessary and beneficial process as it enables companies to understand the stakeholders' concerns and to take these concerns into account when making decisions.

5.2.2 The methods of communication engaged by the Company are, amongst others, as follows:-

- (a) timely announcements and disclosures made to Bursa Securities;
- (b) regular dialogues with financial analysts;
- (c) annual reports; and
- (d) the Company's website, www.tropicanaacorp.com.my, which provides easy access to the corporate information pertaining to the Group and its activities, which is updated as and when necessary.

6.0 ACCOUNTABILITY AND AUDIT

6.1 Financial Reporting

6.1.1 The Board aims to present a clear and balanced assessment of the Group's financial position and future prospects that extends to the annual and quarterly reports.

6.1.2 The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group in accordance with the approved accounting standards. The Audit Committee plays an important role in ensuring the Company's financial statement is a reliable source of financial information and ensures the compliance of the applicable financial reporting standards before recommending the Company's financial statements to the Board.

6.2 Company Auditors

6.2.1 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 External Auditors through the Audit Committee.

6.2.2 The Audit Committee also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the External Auditors of the Company. The Audit Committee ensures that the External Auditors do not supply a substantial volume of non-audit services to the Company.

6.2.3 Appointment of the External Auditors is subject to the approval of shareholders at general meeting. The External Auditors have to retire during the AGM every year and be subject for re-appointment by the shareholders of the Company for the ensuing year.

7.0 WRITTEN RESOLUTIONS IN CIRCULATION

A resolution in writing signed or approved by letter, telegram, telex, telefax or other written electronic communications by the majority of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted. All such resolutions shall be described as "Directors' Written Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded in the Company's minute's book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Board member(s).

8.0 WHISTLEBLOWER POLICY AND PROCEDURES

- 8.1.1 “*Whistleblowing*” is defined as “the deliberate, voluntary disclosure or reporting of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual, suspected or anticipated improper conduct within the organisation or by an organisation that is within its ability to control”.
- 8.1.2 The Company has in place “*Whistleblower Policy and Procedures for Directors*” to manage improper conduct on the part of the Directors, if any. This policy covers areas from lodging of reports to investigation and corrective actions that are required to be taken.
- 8.1.3 Director’s improper conduct is generally described as any conduct by a Director which if proved constitutes a criminal offence or any conduct that constitutes a wrongdoing or malpractice and may include any of the following:
- (a) The breach of any law, regulation or rule that is applicable to the Company. For example, a breach of insider trading laws;
 - (b) Any criminal act, including criminal breach of trust, extortion and sabotage;
 - (c) Any act that is likely to cause significant financial loss or costs to the Company including any intentional misrepresentation of the Company’s financial statements;
 - (d) Any other action that would cause significant harm to the Company or to any person(s);
 - (e) The deliberate concealment of information concerning any of the matters listed above.
- 8.1.4 The Board has overall responsibility for this policy and shall oversee the implementation of this policy.

9.0 ANTI-BRIBERY AND CORRUPTION POLICY STATEMENT

The Company is committed to the highest standards of ethical conduct and integrity in our business activities. The Board are also fully committed to comply with all laws and regulations which govern the business and operations.

10.0 LIMITED LIABILITY

- 10.1.1 The deliberations of the Board do not reduce the individual and collective responsibilities of the Board, with regard to their fiduciary duties and responsibilities, and they must continue to exercise due care, skill and judgment, in accordance with their legal and statutory obligations.
- 10.1.2 Subject to the provisions and any relevant legislation and codes of best practice, the Board shall not attract any personal liability arising from their appointment and the Company shall indemnify the Board to the extent possible in terms of its approved Directors’ and Officers’ liability insurance coverage (“**DOI**”).

11.0 INDEMNITY

Subject to the Applicable Laws, every Director, Auditors, Secretary and other officers (as defined in the Act) for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred or sustained by him in or about the execution of his duties of his office or otherwise in relation thereto, and the Company may effect insurance for such persons against such liability.

12.0 REVIEW OF CHARTER

This Charter and the Terms of Reference of each Committee established by the Board shall be periodically reviewed and updated by the Board taking into consideration the needs of the Group as well as any

development in rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.

13.0 PUBLICATION OF THE CHARTER

Key features of the Charter are to be outlined in the Annual Report. A copy of the Charter is available at the Company's website, www.tropicanaCorp.com.my.

Board Charter wef : Board of Directors' meeting held on 21 May 2013
1st revision wef : Board of Directors' meeting held on 9 May 2014
2nd revision wef : Board of Directors' meeting held on 28 August 2014
3rd revision wef : Board of Directors' meeting held on 26 November 2015
4th revision wef : Board of Directors' meeting held on 19 February 2016
5th revision wef : Board of Directors' meeting held on 24 November 2016
6th revision wef : Board of Directors' meeting held on 23 August 2018
7th revision wef : Board of Directors' meeting held on 19 November 2020
8th revision wef : Board of Directors' written resolution dated 18 January 2021
9th revision wef : Board of Directors' written resolution dated 4 February 2021
10th revision wef : Board of Directors' meeting held on 25 March 2021
11th revision wef : Board of Directors' meeting held on 25 August 2022