

BOARD CHARTER

1. Introduction

- 1.1 The Board of Directors ("**Board**") of RichTech Digital Berhad ("**Company**") have collective oversight and responsibility for the overall long-term success of the Company and the delivery of sustainable value to its stakeholders as well as its shareholders. The Board regards corporate governance as vital for the business success of the Company and its subsidiaries (collectively, the "**Group**").
- 1.2 The purpose and objective of establishing the Company's board charter ("**Charter**") is to set out guidelines on good corporate governance practices with the highest standards to help guide the Board in their overall stewardship of the Group, as well as the Board's operating practices.
- 1.3 The Charter is in line with the principles of the Malaysian Code on Corporate Governance 2021 ("**MCCG**"), the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Companies Act 2016 ("**Act**") and the Constitution of the Company ("**Constitution**"), as amended from time to time and any other applicable law or regulatory requirements.
- 1.4 The Charter defines and sets out, amongst others, guidance to the Board on the:-
 - Roles, responsibilities, duties and functions of the Board;
 - Composition, conduct, process and operations of the Board;
 - Delegation of authority by the Board to various committees established in assisting the Board to execute its duties and responsibilities;
 - Compliance of the Company's policies and/or procedures on inter alia, code of ethics, investor relations, dealing in securities and declarations on conflicts of interest, whistle blowing, anti-bribery and anti-corruption and any revisions thereof; and
 - Matters reserved for consideration and approval by the Board.
- 1.5 The Charter will also be a source of reference for any new and prospective Director(s) coming in to serve the Board of the Company.
- 1.6 The guidelines in the Charter are not intended to limit or restrict the discharge of the Board's fiduciary duties, as the rights of the Board to full and unrestricted access to information is fully protected in accordance with applicable laws. The Charter shall be reviewed annually by the Board or earlier should there be a need to incorporate any additional statutory or regulatory requirements.

2. Role of the Board

- 2.1 The Board is ultimately responsible for the decision-making of the Group, with the exception of matters requiring shareholders' approval. It sets the strategic direction and vision of the Group. The Board is responsible for leading, governing, guiding and monitoring the entire performance of the Group and enforcing good corporate governance standards within the Group, setting the Group's culture and values, or the purpose of enabling the management of the Company ("**Management**") to execute its responsibilities effectively.

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- 2.2 Each Director in the Board is required to be aware of the legal parameters that define his/her duties and shall at all times:-
- (a) exercise his/her powers for a proper purpose and in good faith in the best interest of the Group;
 - (b) act honestly and use reasonable care, skill and diligence in the discharge of the duties of his/her office as part of the members of the Board;
 - (c) not make use of any information acquired by virtue of his/her position to gain directly or indirectly an improper advantage for himself/herself or for any other person or to cause detriment to the Group;
 - (d) 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;
 - (e) devote the required time to serve the Board effectively; and
 - (f) 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 statutory or regulatory requirements.
- 2.3 The Board may establish and delegate its authority to various committees including but not limited to the Audit and Risk Management Committee ("**ARMC**"), Nomination Committee ("**NC**") and Remuneration Committee ("**RC**") (collectively, the "**Board Committees**") as well as Management to assist the Board in discharging its functions and responsibilities. Where the Board delegates any of its responsibilities, the Board shall disclose the delegation of authority and regular review of the division of responsibilities should be conducted to ensure that the Company is able to adapt to changing business circumstances.
- 2.4 While the Board may appropriately delegate its authority to these Board Committees and Management, it still cannot abdicate its responsibility and should at all times exercise collective oversight of the Board Committees and Management. The Board should not delegate matters to the Board Committees and Management to an extent that would significantly hinder or reduce the Board's ability to discharge its functions.
- 2.5 Each Director shall review, before attending meetings of the Board or Board Committees, all materials provided by the Company relating to matters to be considered at such meetings.
- 2.6 While the function of the Board Committees is to deliberate and make appropriate recommendations to the Board, the Board is still the ultimate decision maker.

3. Board Structure and Composition

3.1 Composition

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3.1.1 The Board should consist of qualified individuals with diverse experiences, backgrounds, skills and perspectives to properly review, facilitate and deliberate on Board matters and the Group's business. The Board acknowledges the importance to promote board diversity including but not limited to gender, age, cultural and educational/professional background.

3.1.2 The following criteria as detailed in the Company's Fit & Proper Policy ("**F&P Policy**") shall be considered by the NC in assessing and evaluating the suitability of the candidate for appointment or in respect of existing Directors, for reappointment:-

- Probity, personal integrity, financial integrity and reputation, where the candidate/Director must have personal qualities such as honesty, integrity, diligence, independence of mind and fairness as well as being able to manage his/her debts or financial affairs prudently;
- Experience and competence, where the candidate/Director must have the skills, working experience, capability and commitment necessary to carry out his/her role; and
- Time and commitment, where the candidate/Director is able to devote time as a Director, participate and contribute to the Board.

3.2 Size

The Board shall comprise at least two (2) members and (unless otherwise determined by ordinary resolution) not more than fifteen (15) members as set out in the Company's constitution, to be nominated by the NC. Notwithstanding the above, the Board will assess and determine the appropriate size of the Board to encourage active participation from all Directors, promote effective and efficient deliberation within the Board leading to an informed decision-making. In addition, the Company shall ensure at least two (2) directors or one-third (1/3) of the Board, whichever is the higher, are independent directors and at least one (1) or one-third (1/3) of the Board are female.

If the number of directors is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) must be used. In the event of any vacancy in the Board, resulting in a non-compliance, the Company must fill the vacancy within three (3) months from the non-compliance.

4. Independent Director

4.1 An independent director provides independent judgement, experience and objectivity without being subordinated to the executive Director's influence. The independent directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

4.2 The tenure of an independent director should not exceed a cumulative term of nine (9) years.

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- 4.3 Should the tenure of the independent director be justified via a rigorous review by the Board to be retained as an independent director beyond nine (9) years, subject to the NC providing their recommendation thereof, the Board may propose a further extension at the shareholders' meeting through a two-tier voting process, subject to a cumulative period of not more than twelve (12) years from the date of his first appointment in the Group as an independent director. If the shareholders do not approve, such independent director can still act as a Director on the Board but the such director has to be re-designated as a non-independent Director.
- 4.4 In any event, the NC shall, based on the F&P Policy, conduct an assessment once a year to assess the ability of each Director(s) to remain independent throughout the tenure in accordance with the Act and the MCCG principles.
- 4.5 The Board may appoint a senior independent director. The responsibilities of the senior independent director shall include, but not limited to the following:-
- Acts as a sounding board for the Chairman of the Board ("**Chairman**");
 - Serves as an intermediary between the Directors, when necessary; and
 - Be the point of contact for shareholders and other stakeholders for areas that cannot be resolved through the normal channels of contact with the Chairman and executive director.

5. Board Structure and Composition

5.1 Board of Directors

- 5.1.1 The Board has the overall responsibilities in managing and overseeing the strategic business plans for the Group as well as supervising and providing guidance and direction to Management and adopting a structured approach towards risk identification when dealing with the annual strategy planning to ensure that risk is an integral and explicit part of the strategy discussions.

The Board's duties and responsibilities are as follows:-

- Reviewing and adopting a strategic plan for the Group which includes reviewing at regular intervals on the existing corporate strategy, examining the progress towards designated objectives and evaluating Management's current performance against these objectives. The responsibility of the Board as part of the strategic planning also relates to inculcating and monitoring the elements of good corporate governance and organizational culture as well as values of the Group which includes whistleblowing management;
- Organising and planning Environmental, Social and Governance (ESG) initiatives of the Group by integrating sustainability considerations in the Group's corporate strategy, governance and decision-making processes to create durable and sustainable value and maintain confidence of its stakeholders and shareholders;

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- The Board shall determine the Group's overall risk appetite, level of risk tolerance for an effective risk management and internal control in all aspects of the Group's activities. The Board shall ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks including reviewing the risk management framework assess for the purpose of reasonable assurance that the Group's risks are managed within tolerable ranges;
- Ensure that the Board and the Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of the Board and Management. The performance evaluations of the Board and Management shall include a review of the performance of the Board and Senior Management (which shall consist of such persons stated in **Appendix A**) in addressing the Group's material sustainability risks and opportunities;
- Ensure that the Company has an effective communication with, and appropriate disclosure to, its shareholders and other stakeholders. The Company intends to circulate the notice of the annual general meeting to the shareholders at least 28 days prior to the general meeting to give sufficient notice and time to consider the resolutions that will be discussed and decided at the general meeting and that its shareholders have access to information about the Company;
- Ensure that its Directors are financially literate by providing adequate training of members of the Board, where applicable; and
- Ensure 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 prospect of the Company.

5.2 Other Directorships

- 5.2.1 Each Director must ensure that he/she commits sufficient time to carry out his/her duties and responsibilities on the Board. They are expected to, in addition to attending scheduled Board and Board Committee meetings, be also able to commit time as and when required on an ad-hoc basis when required.
- 5.2.2 Any Director(s) before accepting any new directorships in any other organisation or has significant commitments outside the Company has to notify the Chairman. The notification shall include an indication of the Director(s) commitment required under such circumstances and whether the Director(s) can continue to function effectively in the Board.
- 5.2.3 Each Director should not hold office in more than five (5) directorships in listed companies pursuant to Rule 15.06 of AMLR.

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6. Chairman

- 6.1 The positions of the Chairman and Chief Executive Officer (CEO) should be held by different individuals. The separation of positions promotes accountability and facilitates a clear division of responsibilities with no one individual influencing the Board's discussion and decision-making.
- 6.2 The role and responsibility of the Chairman amongst others are to:-
- Provide leadership for the Board to allow effective and active participation amongst the Directors during meetings and also acting as a conduit between the Board and Management so that the Board can perform its responsibilities efficiently;
 - Lead the Board in instilling and implementing good corporate governance practices in the Company;
 - Setting the Board agenda in advance alongside the Chairman and the Company Secretary, and ensuring adequate time is available for discussion on all items in the agenda and the Board receives complete and accurate information in a timely manner;
 - Lead Board meetings and discussions and provide a reasonable time for deliberations at meetings. Allow dissenting views to be freely expressed, minuted and promote a culture of openness while maintaining control of the proceedings in ensuring that no Director dominates the discussion;
 - Act on the results of Board performance evaluation by recognising the strengths and addressing the weaknesses of the Board; and
 - Ensure effective communication that enables both, the Board and Management to communicate effectively with its shareholders, stakeholders and the public generally, especially on the Group's sustainability strategies, priorities and targets as well as performance against these targets.

7. Board Committees

- 7.1 The Board may establish Board Committees to assist in the discharge of its responsibilities which shall comprise of the members of the Board and not the Chairman. All committees shall be established and its members appointed by resolution in a Board Meeting.

The current Board Committees are:-

- ARMC;
- NC; and
- RC.

The Board Committee operate within clearly defined roles and responsibilities as set out in the Terms of Reference ("**TOR**") of each committee.

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7.1.1 ARMC

ARMC is responsible in ensuring the internal and external audit functions are properly conducted and audit recommendations are being carried out effectively. The ARMC provides independent oversight over the Company and its subsidiaries' financial reporting and internal control system as well as ensuring the checks and balances with the Group. ARMC reviews, among others, the quarterly results, full year financial statements, audit reports which include observations pertaining to risk management and internal controls, related party transactions and other matters as prescribed in its TOR.

7.1.2 NC

NC oversees matters relating to the nomination of new Directors, reviews the required mix of skills, experience, assessment of independent directors' annually, reviews succession plans and, boardroom diversity annually; oversees training courses for Directors and other requisite qualities of Directors, as well as the annual assessment on the effectiveness of the Board as a whole, Board Committees and the contribution of each individual Director, as prescribed in its TOR.

7.1.3 RC

RC is responsible for reviewing and recommending the remuneration framework for Directors including recommending remuneration packages of executive Director, non-executive Director and Senior Management to the Board, drawing from outside advice if necessary, as prescribed in its TOR.

7.2 The Board Committees have no independent decision-making authority, except where expressly granted by the Board or applicable law. The establishment of the Board Committees does not alter the Board's legal responsibilities and tasks and the responsibility for any final decisions on all Board reserved matters lies with the Board and shall be minuted.

7.3 The Board Committees shall provide report/minutes reflecting its work at each Board meeting.

8. Board Meetings

8.1 Frequency

8.1.1 The Board shall conduct at least four (4) scheduled meetings a year, with additional meetings convened on an ad-hoc basis as and when the Board's approval and guidance is required.

8.2 Notice and Board Agenda

8.2.1 To provide Directors with sufficient time to review the Board papers, notices and agenda of Board meetings together with all relevant Board papers shall be distributed in advance at least five (5) business days prior to the Board meetings. The Board's agenda is set by the Chairman with the assistance of the Company Secretary.

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8.3 Quorum

- 8.3.1 A Director may at any time and the Company Secretary shall on the requisition of a Director, summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them.
- 8.3.2 The quorum for each Board meetings shall be a minimum of two (2) Directors.

8.4 Attendance and Mode of Meeting

- 8.4.1 The Chairman shall chair all Board meetings. In the absence of the Chairman, the members present shall elect a chairman from amongst them to chair the meeting. The Chairman has the discretion to call for additional meetings at any time.
- 8.4.2 Each Board member must have a minimum of fifty percent (50%) attendance of the total Board meetings held during the year as required under the AMLR. Attendance of Board members in meetings can be via physical presence or in conference via telephone, video, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Such participation via electronic conference mode above is similar as if the person was present in person and will be counted towards the quorum and any resolutions agreed upon by the Board as a result shall take effect.
- 8.4.3 In other cases where the Board's decision is required in between Board meetings, such matters can be resolved through a circular resolution supported by relevant Board papers setting out the subject matter and accompanied by sufficient information to ensure the Directors are well informed. Such circular resolutions in writing signed or approved by letter or via electrical and digital form shall be valid and effectual.
- 8.4.4 The Board shall have unrestricted and direct access to all information on the affairs of the Group and Senior Management. The Board may also obtain independent professional advice at the cost of the Company so that they can discharge their duties effectively. At the request of the Board, Management is obliged to supply all such relevant information in a timely manner.

8.5 Voting

- 8.5.1 All resolutions of the Board shall be adopted by a simple majority vote, each member having one (1) vote. In the case of inequality of votes, where two (2) Directors form a quorum, the chairman of a meeting at which only such a quorum is present or at which only two (2) Directors are competent to vote on the question at issue, shall not have a casting vote. Otherwise, in the case of an equality of vote, the Chairman shall have a second or casting vote.
- 8.5.2 The Directors are duty bound to inform the Board of any conflict or potential conflict of interest that may exist in relation to a particular subject matter or business transaction. The Director shall abstain from deliberations and voting

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on these matters.

8.6 Reserved Matters for the Board

8.6.1 The following matters involving the Company (including changes to any such matters) require the approval of the Board (except where they have been expressly delegated by the Board to a Committee, the Chairman or any such nominated person from Senior Management):-

- To sell or dispose of a substantial portion of the Company's main undertaking or property;
- To acquire an undertaking or property of substantial value;
- To issue shares unless otherwise permitted under the Act;
- Subject to the Act, to enter into any arrangement or transaction with a Director or a substantial shareholder of the Company or its holding company or with a person connected with such a Director or substantial shareholder to acquire from or dispose to such a Director or substantial shareholder or persons connected with such Director or substantial shareholder, any shares or non-cash assets of the requisite value;
- Annual budgets, including major capital commitments and capital expenditure budgets;
- Changes in the delegated limits of authority to the management as specified in the Company's Manual of Limits of Authority/relevant policies;
- Changes to management and control structure within the Company and its subsidiaries including key policies, delegated authority limits;
- Appointment of Board members, Board Committee members, and the Company Secretary; and
- Any matters in excess of any discretions that may have been delegated from time to time to Senior Management including in relation to credit transactions, market risks and expenditures.

8.7 Company Secretary

8.7.1 The appointment and removal of the Company Secretary is a matter for the Board as a whole.

8.7.2 The Company Secretary through the Chairman helps the Board and its committees to function effectively and in accordance with their TOR and best practices. The role of the Company Secretary includes but is not limited to the following:-

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- Manage all Board and Board Committee meeting logistics (primarily the setting of agendas of the meetings with the Chairman, disseminating information and papers of meetings, advising on the procedures for meetings), attend and minute deliberations and decisions including dissenting decisions, action points and dissemination of the minutes of the meetings promptly 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 the annual shareholder meeting process such as preparing the annual report, circulars to shareholders, notice of Annual General Meetings, working with the share registrars and ensuring that the due processes and proceedings are in place for the effective conduct of the meeting;
- Monitor corporate governance developments and assist the Board in applying corporate governance practices to meet the Boards' needs and stakeholders' as well as shareholders' expectations;
- Serve as a focal point for stakeholders and shareholders' communication and engagement on corporate governance issues; and
- Advise the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis.

9. Annual Review and Board Effectiveness

- 9.1 The Board through the NC shall carry out an annual self-evaluation on the effectiveness of the Board as a whole, of each individual Director and the different Board Committees established by the Board. The NC shall report the results to the Board which will be stated in the Company's annual report, as well as how the F&P Policy was applied in the assessment process.
- 9.2 The Board shall review the independence of the independent directors annually, considering information relevant to this assessment as disclosed by each of the Directors and shall include this information in the annual report of the Company.
- 9.3 The Board may consider to engage independent experts at least every three (3) years to assist in and lend objectivity to the annual board evaluations.

10. Directors Training and Continuous Education

- 10.1 Onboarding programmes are to be conducted for newly appointed Directors as soon as possible after they have been appointed, which includes management and operations

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orientation briefings by the Senior Management. All new Directors are required to attend the Mandatory Accreditation Programme (“**MAP**”) as required by Bursa Securities.

- 10.2 In addition to the MAP, the Directors are also obligated to continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning. This will enable the Directors to effectively discharge their duties and sustain active participation during Board deliberations.
- 10.3 The Board assisted by the Company Secretary, shall evaluate and determine the training needs of the Directors on an on-going basis by determining areas that would best strengthen their contribution to the Board.

11. Communications

- 11.1 Each Director can seek any information that he/she requires and shall have full and unrestricted access to information of the Group’s businesses, whether as a full Board or in their individual capacities. In furtherance of their duties, they shall also have direct and unrestricted access to Senior Management and the Company Secretary. The Board has the authority to conduct or direct any investigation required to fulfil its responsibilities and if required, in furtherance of Directors’ duties, the Board is entitled to engage such legal, governance, accounting/ financial, tax or other independent professional advisers, consultants or experts as it considers necessary from time to time, at the expense of the Company.
- 11.2 Further, the Board places great importance in promoting effective communication and proactive engagements with stakeholders and shareholders. The continuous communications between the Company and its stakeholders as well as shareholders helps to foster mutual understanding and a better understanding of each other’s objectives and expectations.

12. Code of Conduct and Work Ethics

- 12.1 The Board expects the Company to conduct its affairs with the highest ethical standards and expect the Board and employees are expected to behave ethically and professionally at all times, protecting and promoting the reputation and performance of the Company.
- 12.2 The Group communicates the Code of Conduct and Work Ethics to all the Board and employees upon their appointment/employment and is deemed part of their terms of conditions of service.
- 12.3 The Code of Conduct and Work Ethics of the Company will continue to guide the Board and employees throughout this process.

13. Dealing in Securities

- 13.1 The Board shall establish a guide on dealings in securities. This guide provides guidance to Directors and principal officers of the Company when dealing in securities of the Company.

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- 13.2 Directors are limited in their ability to deal in the Company's shares by reason of their position as insiders.
- 13.3 Pursuant to Rule 14.04 of the AMLR, Directors and principal officers of the Company or its major subsidiaries are restricted from dealing in securities of the Company during the closed period (as defined under the AMLR, which will be notified to the Directors from time to time).
- 13.4 Directors may deal in the shares of the Company during the closed period subject to complying with the following conditions:-
- (a) Before any proposed dealing in the shares of the Company, a written notice of intention to deal with the shares must be given to the Company.
 - (b) Upon receipt of the notice, the Company will immediately make an announcement to Bursa Securities, with among others, the following information:-
 - (i) The Director's current shareholdings in the Company; and
 - (ii) The Director's intention to deal in shares of the Company during closed period.
 - (c) The proposed dealing could only be effected after one (1) full market day from the date of the announcement made pursuant to paragraph (a) above.
 - (d) A written notice of dealing in shares of the Company must be given to the Company Secretary within one (1) full market day after the dealing and the Company will immediately make an announcement of such dealing to Bursa Securities. The following information should be included in the notice and announcement:-
 - (i) Date of dealing;
 - (ii) Consideration for the dealing; and
 - (iii) Number of shares purchased or disposed, both in absolute terms and as a percentage of all issued shares of that class.
- 13.5 For dealings outside closed periods, Directors must give written notice of the dealing to the Company Secretary within three (3) market days after the dealing, and the Company will make an immediate announcement to Bursa Securities of such dealing.
- 13.6 Directors who possess inside information relating to the Company shall not deal in the shares of the Company.

14. Conflicts of Interests

- 14.1 The Board shall establish a guide on conflicts of interests which shall be applicable to all Directors and principal officers of the Company.
- 14.2 This is to ensure that proper processes and procedures are adhered to and undertaken by the Board and principal officers in respect of circumstances which could give rise to conflicts of interests including circumstances which arising from such interest could entail the entry by the Group into related party transactions (as defined in the AMLR).

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15. Confidentialities

- 15.1 All information and documentation received by the Board from the Group shall be treated as confidential, unless otherwise expressly decided by the Board. All Directors are responsible for ensuring that any material information received is properly protected and remains confidential.
- 15.2 If any information shall be provided to third parties, this shall be provided by the Management or such person as nominated by the Management provided that approval from the Chairman has been obtained.
- 15.3 The confidentiality obligation shall continue to apply after the Director has ceased to be a Board member for an indefinite period. The Director shall return or destroy all written materials relating to the Group upon cessation of the Board membership.

16. Review of the Charter

- 16.1 The Board will review and update this Charter periodically taking into consideration changes in the laws and MCGG issued by the relevant regulatory authorities and having regard to their spirit intention and purpose rather than a strict adherence to the letter that may have an impact on the discharge of the Board's responsibilities.
- 16.2 Any updates to the practices set out in this Charter shall be made available on the Company's website.

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APPENDIX A

Senior Management refers to such persons which directly reports to the Group's Managing Director and Executive Director and shall include but not limited to the following:-

- Chief Financial Officer
- Chief Technical Officer
- Operations Manager
- Group Company Secretary

*For avoidance of doubt, the Board shall at all times, be entitled to include such persons as it deems fit as a Senior Management.