



**EDELTEQ HOLDINGS BERHAD**  
**[201901033362 (1342692-X)]**

*Board Charter – Appendix A*

## Board Charter – Appendix A

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**Formal Schedule of Matters Reserved for the Board's Decision**

The Board reserves full decision-making powers on the following matters and may be varied from time to time as determined by the Board:

**1.0 Strategic and Operational**

- (a) Business strategic plan, performance targets, annual budget (Including capital expenditure budget);
- (b) Investments, mergers and acquisitions and corporate exercises;
- (c) Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- (d) Treasury policies and bank mandate;
- (e) Implementation of key policies, corporate governance policies and practices;
- (f) Sustainability strategy and initiatives;
- (g) Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions; and
- (h) Establishment of Sustainability and Risk management policies.

**2.0 Financial**

- (a) Limits of authority;
- (b) Interim and annual financial statements and release of the said financial announcements;
- (c) Directors' Report and Statutory Accounts;
- (d) Interim dividends, recommendation of final dividends and making of any other distribution;
- (e) Financing facilities and banking arrangements including changes to authorize signatories and approval limit;
- (f) Adoption of accounting policies; and
- (g) Review the effectiveness of the Group's system of internal controls. This function is delegated to the Audit Committee which will in turn report to the Board on its findings.

**3.0 Conduct of the Board**

- (a) Appointment of Directors and Chairman, and recommendation for removal of Directors;
- (b) Appointment and removal of Company Secretaries;
- (c) Establishment of Board Committees and appointment/changes of Board Committees' members and review Terms of Reference of Board Committees and amendments thereto;
- (d) Appointment of Executive Director(s) of the Company and their duties and the continuation (or not) of their service; and
- (e) Review, before attending meetings of the Board or Committees, all materials provided by the Company relating to matters to be considered at the meetings.

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**4.0 Remuneration and Succession Planning**

- (a) Recommendation of the Directors' fee/remuneration arrangements for Non-Executive Directors;
- (b) Remuneration structure and policy for Executive Director (ED)(s);
- (c) Remuneration packages for ED(s);
- (d) Recommendation of any proposed Employees' Share Option Scheme and/or amendments to the scheme, subject to other approvals that may be required by laws or regulations;
- (e) Succession planning for the Board of Directors and ED(s); and
- (f) Other matters relating to key human resource issues.

**5.0 Other Matters**

- (a) The granting of powers of attorney by the Company;
- (b) The entering into of any indemnities or guarantees;
- (c) Recommendation for alteration of the Constitution;
- (d) Change of accounting reference date, registered office and name of the Company;
- (e) Recommendation for purchase of own shares by the Company.
- (f) Issue of any debt instruments;
- (g) Scheme of reconstruction or restructuring;
- (h) Any other matters requiring the convening of a general meeting of shareholders or any class of shareholders;
- (i) Matters affecting the reputation of the Group; and
- (j) Any other matters as may be required by the laws or the governing authorities.