

SBC CORPORATION BERHAD (199310-P)

BOARD CHARTER

1. INTRODUCTION

The Board of Directors (“the Board”) is accountable and responsible for the performance and affairs of SBC Corporation Berhad (“the Company” or “SBC”), including practising a high level of good governance. All Board members are expected to show good stewardship and act in a professional manner, as well as upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.

2. PURPOSE

This Board Charter sets out the role, functions, composition, operation and processes of the Board and is to ensure that all Board members acting on behalf of the Company are aware on their duties and responsibilities as Board members.

This Board Charter would act as a source reference and primary induction literature to provide insights to prospective Board members and senior management. In addition, it will assist the Board in the assessment of its own performance and of its individual Directors.

3. THE BOARD

3.1 Board Membership

3.1.1 Composition

The Board consists of qualified individuals with diverse set of skills, experience and knowledge necessary to govern the Company. The composition and size of the Board is such that it facilitates the decision making of the Company. The Articles of Association of the Company provides for a minimum of two (2) directors and a maximum of eleven (11) directors. At any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members are Independent Directors. The Independent Directors provide independent judgment, experience and objectivity without subordinated to operational considerations. They help to ensure that the interests of all shareholders are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

The tenure of an Independent Director shall not exceed a cumulative term of 9 years. Upon completion of the 9 years, an independent director may continue to serve on the board subject to the director’s re-designation as a non-independent director.

In the event the Board retains the said Director who has served in that capacity for more than nine years as an independent director, the Board must justify and seek shareholders’ approval subject to the assessment of the Nominating Committee.

Mr. Lee Kong Leong is the Senior Independent Director who attends to any query or concern raised by shareholders.

The composition and size of the Board are reviewed from time to time to ensure its appropriateness.

3.1.2 Appointment, Re-election and Re-appointment

The appointment of a new Director is a matter for consideration and decision by the full Board, upon the recommendation from the Nominating Committee. In making these recommendations, the Nominating Committee will consider the required mix of skills, experience and diversity, including gender, where appropriate, which the Director bring to the Board.

The Articles of Association of the Company provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting ("AGM"). Further, one third (1/3) of the Board shall retire from office and be eligible for re-election at every AGM, and all the Directors shall submit themselves for re-election at least once every three (3) years.

Directors who are of or over the age of seventy years shall also retire from office and be eligible for re-appointment at the annual general meeting pursuant to Section 129(6) of the Companies Act, 1965.

3.1.3 Independence of Director

The Board assesses the independence of the Directors annually by taking into consideration of their disclosed interests and having regard to the criteria for assessing the independence of Directors under the annual Board Assessment. A separate assessment for Independent Directors is also undertaken annually.

3.1.4 New Directorship

All Board members shall notify the Chairman of the Board before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment.

The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company.

3.2 Board Role

3.2.1 Duties and Responsibilities

The Board assumes, amongst others, the following duties and responsibilities:-

- (1) reviewing and adopting the overall strategic plans and programmes for the Company and Group;
- (2) overseeing and evaluating the conduct of business of the Company and Group;
- (3) identifying principal risks and ensuring implementation of a proper risk management system to manage such risks;
- (4) establishing a succession plan;
- (5) developing and implementing a shareholder communication policy for the Company; and
- (6) reviewing the adequacy and the integrity of the management information and internal controls systems of the Company and Group.

3.2.2 Matters Reserved for the Board

The following are matters which are specifically reserved for the Board:-

- (1) approval of corporate plans and programmes;
- (2) approval of annual budgets, including major capital commitments;
- (3) approval of new ventures;
- (4) approval of material acquisitions and disposals of undertakings and properties; and
- (5) changes to the management and control structure within the Company and its subsidiaries (“the Group”), including key policies, delegated authority limits.

3.3 Chairman and MD cum CEO

The role of the Independent Non-Executive Chairman and the MD cum CEO are distinct and separate to ensure there is a balance of power and authority. The Independent Non-Executive Chairman is responsible for the orderly conduct and working of the Board while the MD cum CEO has overall responsibility for the day-to-day management of the business and implementation of the Board’s strategies, policies and decisions.

The responsibilities of the Independent Non-Executive Chairman, amongst others, are as follows:-

- (1) to lead the Board and ensure its effectiveness of all aspects of its role;
- (2) to ensure the efficient organization and conduct of the Board’s function and meetings;
- (3) to facilitate the effective contribution of all Directors at Board meetings;
- (4) to promote constructive and respectful relations between Directors, and between the Board and Management; and
- (5) to ensure effective communication with shareholders and relevant stakeholders.

The responsibilities of the MD cum CEO, amongst others, are as follows:-

- (1) to develop and implement corporate strategies for the Group;
- (2) to supervise heads of divisions and departments who are responsible for all functions contributing to the success of the Group;
- (3) to ensure the efficiency and effectiveness of the operation for the Group;
- (4) to assess business opportunities which are of potential benefit to the Group; and
- (5) to bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

3.4 Board Committees

The Board may from time to time establish Committees as is considered appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities:-

- (a) Management Committee;
- (b) Audit Committee;
- (c) Nominating Committee; and
- (d) Remuneration Committee.

The Committees shall operate under clearly defined terms of reference. The Committees are authorized by the Board to deal with and to deliberate on matters delegated to them within their terms of reference, which are available for reference at the Company's website at <http://www.sbcgroup.com.my> The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings.

3.5 Board Meetings

The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary. All Directors will be provided with the financial and relevant reports on a timely basis prior to the scheduled Board meetings. A full agenda of the meeting and all Board papers, including complicated issues or specific matters, would be distributed in advance to ensure Directors are well informed and have the opportunity to seek additional information, and are able to obtain further clarification from the Company Secretary, should such a need arise. Where necessary, the services of other senior management or external consultants will be arranged to brief and help the Directors clear any doubt or concern.

3.6 Financial Reporting

In presenting the annual financial statements and quarterly announcements to the shareholders, including other price sensitive public reports and reports submitted to regulators, the Board aims to present a balanced and understandable assessment of the Group's position and prospects.

The Board ensures that the financial statements is prepared in accordance with the Companies Act and applicable approved accounting reporting standards, so as to give a true and fair view of the state of affairs of the Group and the Company.

3.7 Directors' Remuneration

The remuneration policy of the Company is based on the philosophy of giving higher weightage on performance-related bonuses. These are entrenched in the remuneration policy for Executive Directors, which are reviewed annually by the Remuneration Committee. The performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company. The Executive Directors' remuneration will depend on the performance of the Group.

In the case of Non-Executive Directors, the level of remuneration reflects the contribution and level of responsibilities undertaken by the particular Non-Executive Director.

3.8 Directors' Training & Continuing Education

In addition to the Mandatory Accreditation Programme as required by the Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning. This will enable Directors to effectively discharge duties and sustain active participation in the Board deliberations.

The Board shall assess the training needs of the Directors from time to time. The details of the training attended by Directors are available for reference in the Company's website at <http://www.sbcgroup.com.my>

4. COMPANY SECRETARY

The Company Secretary plays an important advisory role and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company and Group. The Board shall appoint someone who is capable of carrying out the duties to which the post entails, and the removal of the Company Secretary shall be a matter for the Board as a whole. The Company Secretary shall report directly to the Board.

The responsibilities of the Company Secretary are as follows:-

- (1) advise the Board and Management on governance issues;
- (2) ensure compliance of listing and related statutory obligations;
- (3) attend Board, Committees and general meetings, and ensure the proper recording of minutes;
- (4) ensure proper upkeep of statutory registers and records; and
- (5) assist Chairman in the preparation for and conduct of meetings.

5. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

The Board shall place great importance in ensuring the high standards of transparency and accountability in its communication to shareholders, as well as to potential investors, analysts and the public. The shareholders shall be informed of all material matters affecting the Company and Group.

The ways of communication to shareholders and investors, amongst others, are as follows:-

- (a) timely announcements and disclosures made pursuant to the Listing Requirements of the Bursa Malaysia Securities Berhad, which includes quarterly financial results, material transactions, changes in the composition of the Group and any other material information that may affect investors' decision making;
- (b) conducts dialogues with financial analysts; and
- (c) press conference which is normally held after each Company AGM and/or Extraordinary General Meeting to provide the media an opportunity to receive an update from the Board on the proceedings at the meetings and to address any queries or areas of interest of the media.

The AGM is the principal forum for dialogue with shareholders. The Board encourages shareholders to participate in the question and answer session at the AGM.

6. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

The Directors, collectively or individually, may seek independent professional advice and information in the furtherance of their duties at the Company's expense, so as to ensure the Directors are able to make independent and informed decisions.

7. CODE OF ETHICS AND CONDUCT

The SBC Code of Ethics and Conduct ("the Code") is to be observed by all Directors and employees of the Group, and the core areas of conduct under the Code include the following:-

- (a) conflict of interest;
- (b) confidential information;
- (c) inside information and securities trading;
- (d) protection of assets;
- (e) business records and control;
- (f) compliance with the law;
- (g) personal gifting and contribution;
- (h) health and safety;
- (i) sexual harassment;
- (j) outside interest;
- (k) fair and courteous behaviour; and
- (l) misconduct.

The Board will review the Code regularly to ensure that it continues to remain relevant and appropriate. The Code is made available for reference in the Company's website at <http://www.sbcgroup.com.my>

8. REVIEW OF THE BOARD CHARTER

The Board Charter has been adopted by the Board on 3rd January, 2017. Any subsequent amendment to the Charter can only be approved by the Board. The Board Charter will be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities. The Board Charter is made available for reference in the Company's website at www.sbcgroup.com.my