

## **BOARD CHARTER**

### **1. OBJECTIVES**

The objectives of this Board Charter are to ensure that all the members of the Board of Directors (Board or Directors) of Vsolar Group Berhad (Vsolar or Company) acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and recommendations of good Corporate Governance are applied in all their dealings in respect, and on behalf of, the Company. The Board shall review this Board Charter annually.

### **2. THE BOARD**

#### **2.1 Role**

- 2.1.1 The Board is charged with leading and managing the Company in an effective and responsible manner. Each Director has a legal duty to act at all times exercise his powers for a proper purpose and in good faith in the best interest of the Company. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Company's values and standards and ensures that its obligations to its shareholders and stakeholders are understood and met.
- 2.1.2 The Board understands that the responsibility for good Corporate Governance rests with them and therefore strives to follow the principles and recommendations stated in the Malaysian Code on Corporate Governance (MCCG) by the Securities Commission of Malaysia (SC). The Board includes a narrative statement in its Company's Annual Report on the extent of application of the principles and the compliance with the recommendations in MCCG pursuant to Rule 15.25 of the ACE Market Listing Requirements (AMLR) of Bursa Malaysia Securities Berhad (Bursa Securities).
- 2.1.3 The Company complies with the provisions of the Companies Act, 2016 (CA 2016), the Constitution of Vsolar, the AMLR and any other applicable law or regulatory requirements and guidelines.
- 2.1.4 The Board meets in person at least once every quarter to facilitate the discharge of their responsibilities. Members of the Management who are not Directors may be invited to attend and speak at meetings on matters relating to their sphere of responsibility.

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- 2.1.5 Duties of the Board include establishing the corporate vision and mission, as well as the philosophy of the Company, setting the aims of the Management and monitoring the performance of the Management.
- 2.1.6 The Board assumes the following specific duties:
- a) Reviewing and adopting a strategic plan for the Company and its group of companies (Group);
  - b) Overseeing the conduct of the Group's businesses;
  - c) Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;
  - d) Establishing a succession plan;
  - e) Overseeing the development and implementation of a shareholder communication policy for the Company; and
  - f) Reviewing the adequacy and the integrity of the management information and internal control system of the Group.
- 2.1.7 The Board has formalise the Group's strategies on promoting sustainability.
- 2.1.8 The Board has established written procedures determining which issues require a decision of the full Board and which issues can be delegated to Board Committees or the Management.
- 2.1.9 The Board reserves full decision-making powers on the following matters:
- a) Conflict of interest issues relating to any substantial shareholder(s) or Director(s);
  - b) Material acquisitions and disposition of assets not in the ordinary course of business;
  - c) Investments in capital projects;
  - d) Authority levels;
  - e) Treasury policies;
  - f) Risk management policies; and
  - g) Key human resource issues.

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- 2.1.10 The Board has established a procedure whereby the Directors, collectively or individually, may access to all information pertaining to the Group and may also seek independent professional advice in furtherance of their duties at the Company's expense.

### **2.2 Composition and Board Balance**

- 2.2.1 The Board consists of qualified individuals with diverse experiences, backgrounds, competence and perspectives. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.
- 2.2.2 At any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members are Independent Directors.
- 2.2.3 Profiles of Board members are included in the Annual Report of the Company.
- 2.2.4 The Chief Executive Officer (CEO) and the Executive Director(s) are the "Executive" Directors on the Board. However, the views of the Management are represented at meetings of the Board by the presence of senior executives when required.
- 2.2.5 Non-Executive Directors meet as a group at least twice a year without the Chairman or Executive Directors present.
- 2.2.6 The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.
- 2.2.7 The Board through the Nomination Committee to undertake an annual assessment of the Independence of the Independent Directors of the Company.
- 2.2.8 The tenure of an independent director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director.

If the Board intends to retain an Independent Director beyond nine (9) years, the Board shall provide strong justification on the recommendation and seek annual shareholders' approval through a two-tier voting process. Nonetheless, such Board retention is limited to not more than a cumulative period of twelve (12) years from the date of such person's first appointment as an Independent Director of the Company.

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- 2.2.9 The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.
- 2.2.10 The views of the Independent Directors should carry significant weight in the Board's decision-making process.
- 2.2.11 The Board may appoint a Senior Independent Director to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the CEO or Executive Directors have failed to resolve them.
- 2.2.12 The duties of the Senior Independent Director shall include:
- a) To chair the meetings between the Non-Executive Directors where both the Chairman and Executive Directors do not attend;
  - b) Serve as the principal conduit between the Independent Directors and the chairman on sensitive issues, for example issues that arise from whistle blowing; and
  - c) To attend genuine concerns raised by the employees of the Group about possible improprieties in matters of financial reporting, compliance and other malpractices within the Group.
- 2.2.13 If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board Minutes will clearly reflect this.

### **2.3 Appointments**

- 2.3.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee.
- 2.3.2 New Directors are expected to have such fit and proper, competencies, commitment, expertise so as to qualify them to make a positive contribution to the Board's performance of its duties and to give sufficient time and attention to the affairs of the Company.
- 2.3.3 The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.

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- 2.3.4 Upon the appointment of a new Director, the newly appointed Director will be briefed on his/her principal duties and responsibilities and explains the restrictions to which he or she is subject to in relation to price-sensitive information and dealings in the Company's securities. Thereafter, all Directors are provided with appropriate briefings on the Company's affairs and up-to-date Corporate Governance materials published by the relevant bodies.
- 2.3.5 The Company has adopted an induction programme for newly appointed Directors. The induction programme aims at communicating to the newly appointed Directors, the Company's vision and mission, its philosophy and nature of business, current issues within the Company, the corporate strategy and the expectations of the Company concerning input from Directors.
- 2.3.6 A briefing will be arranged to update the Board in relation to new developments pertaining to the laws and regulations and changing commercial risks which may affect the Board and/or the Company.
- 2.3.7 In addition to the Mandatory Accredited Programme (MAP) as required by Bursa Securities, the Board members should also attend training programmes prescribed by Bursa Securities or conducted by highly competent professionals and which are relevant to the Company's operations and business. The Board will assess the training needs of each Directors and disclose in the Company's Annual Report the trainings attended by the Directors.
- 2.3.8 The directorships held by any Board member at any one time shall not exceed five (5) in listed companies.
- 2.3.9 The Directors shall notify the Chairman before accepting any new directorship and the notification shall include an indication of time that will be spent on the new appointment.

### **2.4 Re-election**

All Directors are subject to retirement by rotation in according to the Company's Constitution and the provisions of the CA 2016.

### **2.5 Directors' Fit and Proper Policy**

All Board members are required to have the necessary qualities, competencies and experience that allows them to perform their duties and carry out the responsibilities required of the position in the most effective manner.

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### **2.6 Supply of Information**

- 2.6.1 The Company aims to provide all Directors with accurate, timely, quality and complete information and in a form and manner appropriate for them to discharge their duties effectively.
- 2.6.2 The Management is responsible for providing the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Company Secretary, assesses the type of information required to be provided to the Board. If the information provided by the Management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.
- 2.6.3 A full agenda and comprehensive Board papers are circulated to all Directors well in advance of each Board meeting.
- 2.6.4 Amongst others, the Board papers include the following:
- a) Quarterly financial report and report on the Company's cash and borrowing positions;
  - b) Minutes of Meetings of all Committees of the Board;
  - c) A current review of the operations of the Company;
  - d) Reports on Related Party Transactions and Recurrent Related Party Transactions;
  - e) Directors' share-dealings; and
  - f) Annual budget or projection.
- 2.6.5 Full Board Minutes of each Board Meeting are kept by the Company Secretary and are available for inspection by any Director during office hours.

### **3. CHAIRMAN AND CHIEF EXECUTIVE OFFICER (CEO)/EXECUTIVE DIRECTOR (ED)**

The Company aims to ensure a balance of power and authority between the Chairman and the CEO/ED with a clear division of responsibility between the running of the Board and the Company's business respectively. The positions of the Chairman and CEO/ED are separated and clearly defined.

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**3.1 Chairman**

- 3.1.1 The Chairman is responsible for leadership of the Board in ensuring the effectiveness of all aspects of its role. The Chairman is responsible for:
- a) leading the Board in setting the values and standards of the Company;
  - b) maintaining a relationship of trust with and between the Executive and Non-Executive Directors;
  - c) ensuring the provision of accurate, timely and clear information to Directors;
  - d) ensuring effective communication with shareholders and relevant stakeholders;
  - e) arranging regular evaluation of the performance of the Board, its Board Committees and individual Directors; and
  - f) facilitating the effective contribution of Non-Executive Directors and ensuring constructive relations be maintained between Executive and Non-Executive Directors.
- 3.1.2 The Chairman, in consultation with the CEO/ED and the Company Secretary, sets the agenda for Board meetings and ensures that all relevant issues are on the agenda.
- 3.1.3 The Chairman is responsible for managing the business of the Board to ensure that:
- all Directors are properly briefed on issues arising at the Board Meetings.
  - sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board's discussion.
  - the issues discussed are forward looking and concentrates on strategy.
- 3.1.4 The Chairman ensures that every resolution is put to vote to ensure the will of the majority prevails.

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- 3.1.5 The Chairman ensures that Executive Directors look beyond their executive functions and accept their full share of responsibilities on governance.
- 3.1.6 The Chairman will have no casting vote if two (2) Directors form a quorum, or if there are only two (2) Directors competent to vote on the question at issue.

### **3.2 Chief Executive Officer (CEO) and/or Executive Directors (ED)**

- 3.2.1 The CEO/ED is the conduit between the Board and the Management in ensuring the success of the Company's governance and management functions.
- 3.2.2 The CEO/ED has the executive responsibility for the day-to-day operation of the Company's business.
- 3.2.3 The CEO/ED implements the policies, strategies and decisions adopted by the Board.
- 3.2.4 All Board authorities conferred on the Management is delegated through the CEO/ED and this will be considered as the CEO's/ED's authority and accountability as far as the Board is concerned.

## **4. BOARD COMMITTEES**

The Board appoints the following Board Committees with specific terms of reference:

- Audit Committee
- Nomination Committee
- Remuneration Committee

Independent and Non-Executive Directors play a leading role in these Committees. The Management and third parties are co-opted to the Committees as and when required. The membership and the terms of reference of each Committee shall be approved by the Board.

### **4.1 Audit Committee**

- 4.1.1 The Audit Committee comprises at least three (3) members, all of them must be Non-Executive Directors, with a majority of whom are Independent Directors.
- 4.1.2 No alternate Director can be appointed as a member of the Audit Committee.



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- 4.1.3 The Audit Committee will elect an Independent Director from amongst them as the Chairman.
- 4.1.4 A quorum for the Audit Committee shall be two (2) with a majority of members present who must be Independent Directors.
- 4.1.5 The functions of the Audit Committee are to review the following and report the same to the Board:
- a) with the external Auditor, the audit plan;
  - b) with the external Auditor, his evaluation of the system of internal controls;
  - c) with the external Auditor, his audit report;
  - d) the assistance given by the employees of the Group to the external Auditor;
  - e) the adequacy of the scope, functions and resources of the internal audit functions and that it has the necessary authority to carry out its work;
  - f) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit functions;
  - g) the quarterly results and year-end financial statements, prior to the approval by the Board, focusing particularly on:
    - (i) changes in or implementation of major accounting policy changes;
    - (ii) significant and unusual events; and
    - (iii) compliance with accounting standards and other legal requirements;
  - h) any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
  - i) any letter of resignation from the external Auditor of the Company; and

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j) whether there is reason (supported by grounds) to believe that the Company's external Auditor is not suitable for re-appointment.

4.1.6 The Audit Committee meets on a quarterly basis to carry out its functions. The Audit Committee is also responsible for recommending the person or persons to be nominated to act as the external Auditor and the remuneration and terms of engagement of the external Auditor.

4.1.7 The CEO/ED, General Manager, the Internal Auditor and the Financial Controller may attend the meetings only at the invitation of the Audit Committee.

4.1.8 The Board will review the performance of the Audit Committee once in every three (3) years.

**4.2 Nomination Committee**

4.2.1 The Nomination Committee comprises exclusively of Non-Executive Directors and a majority of the Committee members are appointed from the Independent Directors.

4.2.2 The Chairman of the Nomination Committee should be the Senior Independent Director identified by the Board.

4.2.3 A quorum for the Nomination Committee shall be two (2) members present.

4.2.4 The Nomination Committee's primary responsibilities include:

- a) leading the process for Board selection and appointments and making recommendations to the Board.
- b) facilitating Directors' induction and training programmes.
- c) assessing Directors on an on-going basis.
- d) annually reviewing the required skills and core competencies of Directors, including familiarisation with the Group's operations;
- e) annually reviewing the Board's succession plans and training programmes for the Board.

4.2.5 Duties

The Nomination Committee will:

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- a) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancy/ies as and when they arise.
- b) Evaluate the balance of skills, knowledge, competencies, commitment, contribution, fit and proper, gender diversity and experience on the Board and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment of Director.
- c) Review the time required from a Non-Executive Director. The performance evaluation should be used to assess whether the Non-Executive Director is spending enough time to fulfil their duties.
- d) Consider candidates from a wide range of backgrounds.
- e) Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future.
- f) Regularly review the structure, size, gender diversity and composition (including the skills, knowledge, fit and proper, competencies, commitment and experience) of the Board and make recommendations to the Board with regard to any changes.
- g) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
- h) Make a statement in the annual report about its activities; the process used for appointments; the membership of the Committee, number of Committee meetings and attendance of members over the course of the year.
- i) Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.

4.2.6 The Nomination Committee will make the following recommendations to the Board:

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- As regards plans for succession for Directors and Senior Management to maintain an appropriate balance of skills on the Board;
- As regards the re-appointment of any Non-Executive Director at the conclusion of their specified term of office;
- Concerning the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Constitution;
- Concerning any matters relating to the continuation in office of any Director at any time; and
- Concerning the appointment of any Director to executive or other office other than to the positions of Chairman and Chief Executive Officer, the recommendation for which would be considered at a meeting of the Board.

4.2.7 In the event that the Board appoints a new Chairman, the Nomination Committee will be guided by the following principles prior to making recommendations to the Board:

- a) That the Senior Independent Director leads the appointment process.
- b) That a systematic evaluation be undertaken to identify the skills and expertise required for the role.
- c) That all short-listed candidates be considered with the possibility of obtaining external advice, if deemed necessary.

**4.3 Remuneration Committee**

4.3.1 The Remuneration Committee comprises Non-Executive Directors and a majority of the Committee members are appointed from amongst the Independent Non-Executive Directors.

4.3.2 The Remuneration Committee will elect an Independent Non-Executive Director from amongst them as its Chairman.

4.3.3 A quorum for the Remuneration Committee shall be two (2) members present.

4.3.4 The Remuneration Committee's primary responsibilities includes establishing, reviewing and recommending to the Board the remuneration

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packages of each individual Executive Directors, the Executive Chairman and the Company Secretary.

- 4.3.5 The Remuneration Committee is also responsible for recommending the remuneration for the Senior Management and that the remuneration should reflect the Board's responsibility, expertise, complexity of the Company's activities and commitment that goes with it.

## **5. REMUNERATION LEVELS OF DIRECTORS**

- 5.1 The Company aims to set remuneration at levels which are sufficient to attract and retain the Directors needed to run the Company successfully, taking into consideration all relevant factors including the business strategy, long-term objectives of the Company, function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.
- 5.2 The level of remuneration for the Executive Directors and CEO is determined by the Remuneration Committee after giving due consideration to the compensation levels for comparable positions among other similar industry players or Malaysian public listed companies.
- 5.3 Non-Executive Directors are entitled to participate in the Company's Share Scheme for Employees (Share Scheme) subject to approval at a General Meeting. Non-Executive Directors who participated in the Share Scheme are prohibited to sell, transfer or assign the shares within one (1) year from the date of offer of such options.
- 5.4 No Director other than the CEO and Executive Directors shall have a service contract with the Company.
- 5.5 There is adequate disclosure in the Annual Report with a note on the remuneration of Directors.

## **6. FINANCIAL REPORTING**

### **6.1 Transparency**

- 6.1.1 The Company aims to present a clear and balanced assessment of the Company's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.

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- 6.1.2 The Directors ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Company in accordance with the applicable approved accounting standards.
- 6.1.3 The Company's practice is to announce to Bursa Securities its quarterly financial results as early as possible within two (2) months after the end of each quarterly financial period.
- 6.1.4 The Auditors' Report shall contain a statement from the Auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements

**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 Company Auditors through its Audit Committee.
- 6.2.2 The Audit Committee also keeps under review the scope and results of the audit and its cost effectiveness and monitor the independence and objectivity of the Company Auditors. The Company ensures that the Company Auditors do not supply a substantial volume of non-audit services to the Company.
- 6.2.3 Prior to the provision of any engagement of non-audit services by the Company Auditors to the Company and/or its subsidiaries, the Audit Committee should review and approve the acceptance of such engagement, whenever deemed necessary after taking into consideration the By-Laws of the Malaysian Institute of Accountants, the suitability of service provider, the nature of the non-audit services, including the related fee levels and if there are mitigating controls in place to avoid the threat against objectivity and independence.
- 6.2.4 Re-appointment of the Company Auditors is subject to approval of shareholders at General Meetings. The Company Auditors have to retire during the AGM every year and be re-appointed by shareholders for the ensuing year.
- 6.2.5 In the event of removal or resignation of the Company Auditors, the Audit Committee should look into the reasons thereof, especially when the impending removal or resignation arises from an impasse in the resolution of contentious matters that affect financial reporting.

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- 6.2.6 The Company must forward a copy of any resignation made by the Company Auditors to the Registrar of Companies Commission of Malaysia pursuant to the provisions in the CA 2016.

### **6.3 Internal Controls and Risk Management**

- 6.3.1 The Company has a well-resourced internal audit function, which critically reviews all aspects of the Company's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Internal Auditor has direct access and report directly to the Audit Committee.
- 6.3.2 The Internal Auditors should comprehend with the relevant qualifications and be responsible for providing assurance to the Board that the internal controls are operating effectively. The Internal Auditors should carry out their functions according to the standards set by recognised professional body and the relevant authorities. The Internal Auditors should also conduct regular reviews and appraisals of the effectiveness of the governance, risk management and internal controls processes within the Company.
- 6.3.3 The Board ensures the system of internal controls is reviewed on a regular basis.
- 6.3.4 The Audit Committee receives reports regarding the outcome of such reviews on a regular basis.

## **7. GENERAL MEETINGS**

### **7.1 General Meeting**

- 7.1.1 The Company regards the Annual General Meeting (AGM) as an important event in the corporate calendar of which all Directors and key senior executives should attend. The Board should take active steps to encourage shareholders participation at general meetings.
- 7.1.2 The Company regards the AGM as the important avenue through which the shareholders can exercise their rights and aims to ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- 7.1.3 The Chairman encourages active participation by the shareholders during the general meetings of the Company. The Board should direct

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the Company to disclose all relevant information to shareholders to enable them to exercise their rights.

- 7.1.4 The Chairman should inform shareholders of their right to demand a poll vote at the commencement of the general meetings of the Company.
- 7.1.5 The Chairman and, where appropriate, the CEO/ED responds to shareholders' queries during the meeting. Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.
- 7.1.6 The Directors will consider requisitions by shareholders to convene an Extraordinary General Meetings or any other urgent matters requiring immediate attention of the Company.
- 7.1.7 The Board will ensure to put the resolutions on the related party transactions to vote by poll and make an announcement of the detailed results showing the number of votes cast for and against each resolution.
- 7.1.8 The Board would consider to adopt electronic voting to facilitate greater shareholders participation whenever is deemed necessary and if the circumstances is permitted. The Company will inform shareholders the electronic voting arrangement via the notice of the general meetings if the Company intends to adopt electronic voting at any general meetings.

## **8. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION**

- 8.1 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Company and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- 8.2 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Company's performance and operations in addition to the various announcements made during the year.
- 8.3 The Company conducts dialogues with financial analysts from time to time as a means of effective communication that enables the Board and Management to convey information relating to the Company's performance, corporate strategy and other matters affecting shareholders' interests.
- 8.4 The Company may conduct a press conference whenever is deemed necessary. At this press conference, the Chairman or CEO/ED will give a press release stating the Company's results, their prospects and outline any specific event for notation. All press releases will be vetted by the Company to ensure that information that has yet to be released to Bursa Securities is not released to the press.



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- 8.5 The Company's website provides easy access to corporate information pertaining to the Company and its activities and is continuously updated. The Company will publish and update corporate information, the Company's activities, all press releases, annual reports, financial reports, financial statements, board charter, code of ethic or policies of the Company and all relevant information at its corporate website to communicate with shareholders of the Company.
- 8.6 The Company establishes an internal corporate disclose policies and procedures which will comply with the disclosure requirements as set out in the Bursa Securities Listing Requirements.

## **9. RELATIONSHIP WITH OTHER STAKEHOLDERS**

In the course of pursuing the vision and mission of the Company, the Board recognises that no Company can exist by maximising shareholders value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration.

### **9.1 Employees**

- 9.1.1 The Board acknowledges that the employees are invaluable assets of the Company and play a vital role in achieving the vision and mission of the Company.
- 9.1.2 The Company adopts comprehensive and documented policies and procedures with respect to the following:
- a) Code of ethic;
  - b) Corporate Disclosure Policy;
  - c) Preparation Financial Statement Policy;
  - d) Whistle-Blowing Policy; and
  - e) Shareholders Communication Policy.

### **9.2 Environment**

- 9.2.1 The Board acknowledges the need to safeguard and minimise the impact to the environment in the course of achieving the Company's vision and mission.
- 9.2.2 The Company adopts comprehensive and documented policies and procedures as part of its commitment to protect the environment and contribute towards sustainable development.
- 9.2.3 The Company supports initiatives on environmental issues.

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**9.3 Social Responsibility**

- 9.3.1 The Board acknowledges that the Company shall play a vital role in contributing towards the welfare of the community in which it operates.
- 9.3.2 The Company adopts comprehensive and documented policies and procedures towards responsible marketing and advertising of its products and services.
- 9.3.3 The Company supports charitable causes and initiatives on community development projects.

**10. COMPANY SECRETARY**

- 10.1 The Board appoints a qualified and competent Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed and who can support the Board in carrying out its roles and responsibilities.
- 10.2 The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters.
- 10.3 The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.
- 10.4 The roles and responsibilities of the Company Secretary shall include:
  - i) Arrange meetings:
    - a. Prepare calendar and agenda;
    - b. Ensure quality, quantity and timely dissemination of information;
    - c. Preserve confidentiality; and
    - d. Involve all directors.
  - ii) Assist Chairman in the preparation for and conduct of meetings.
  - iii) Attend Board, Committees and general meetings.
  - iv) Assist Chairman in determining the annual Board plan and the administration of other strategic issues.

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- v) Take proper minutes.
  - vi) Ensure compliance of listing and related statutory obligations and procedures are followed and minimise distractions.
  - vii) Convey information between Board members, Committee members and management.
  - viii) Advise the Board and management on governance issues.
  - ix) Ensure proper upkeep of statutory registers and records.
  - x) Continuously update the Board on changes to listing rules, other related legislations and regulations.
- 10.5 The Company Secretary shall possess the following required personal characteristics:
- i) Integrity;
  - ii) Discretion;
  - iii) Judgment;
  - iv) Courage;
  - v) Ability to inspire confidence of Chair, Directors and Management; and
  - vi) Continually expand his/her professional toolbox by developing his/her skills and abilities.
- 10.6 The Company Secretary must keep abreast of, and inform, the Board of current governance practices.
- 10.7 The Board members have unlimited access to the professional advice and services of the Company Secretary.

**11. APPLICATION**

- 11.1 The principles set out in this Charter are:
- a) kept under review and updated as practices on Corporate Governance develop and further guidelines on Corporate Governance are issued by the relevant regulatory authorities;

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- b) applied in practice having regard to their spirit and general principles rather than to the letter alone; and
  - c) report by the Directors in the Annual Report on compliance with the Malaysian Code on Corporate Governance.
- 11.2 The Board endeavours to comply at all times with the principles and practices set out in this Charter.
- 11.3 Any updates to the principles and practices set out in this Charter will be made available on the Company's website.
- 11.4 A prior approval from the Board of Directors of the Company must be procured for any amendments to this Board Charter.