

Board Charter

KPJ Healthcare Berhad

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1. INTRODUCTION

The Board Charter (“Charter”) of the Company is to set out key values, principles and ethics of the Company in ensuring the Board's efficiency in discharging its duties. The Board of Directors ("the Board") is accountable and responsible for the performance and affairs of KPJ Healthcare Berhad ("the Company" or "KPJ"), including practising a high level of corporate governance and practices, that accord with applicable laws.

2. PURPOSE

This Charter sets out the authority, roles, functions, composition, operations and processes of the Board and is to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities. This Charter incorporates the Malaysian Code on Corporate Governance 2017 (MCCG 2017), Bursa Malaysia Securities Berhad’s Main Market Listing Requirement (“MMLR”) on corporate governance, provisions the Company’s Constitution and requirements of the Companies Act 2016 as far as the duties and responsibilities of Directors are concerned. This Charter would act as a source of reference and primary induction literature to provide insights to prospective Board members and senior management. In addition, this Charter will assist the Board in the assessment of its own performance and of its individual Directors.

3. PRINCIPAL RESPONSIBILITES

The Board is charged with leading and managing the Company effectively and in good faith in the best interest of the Company. Each Director is aware of his/her 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 met.

- 3.1 Each Director of the Company shall exercise reasonable care, skill and diligence with:-
 - 3.1.1 the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and
 - 3.1.2 any additional knowledge, skill and experience which the Directors has.
 - 3.1.3 In line with the Guidance No. 1.1 of the MCCG, the Principal Responsibilities of the Board are as follows:

- a) Promoting and setting the tone from the top to inculcate good Corporate Governance culture within the Company;
- 3.1.4 Reviewing, monitoring and where appropriate, approving fundamental financial and business strategies and major corporate actions;
- 3.1.5 Overseeing the conduct of the Group's business to evaluate whether the business is properly managed;
- 3.1.6 Establishing the Group's Enterprise-Wide Risk Management ("ERM") framework;
- 3.1.7 Formulating a succession plan for the President/Managing Director and Senior Executives;
- 3.1.8 Establishing an investor relations programme;
- 3.1.9 Ensuring processes are in place for maintaining the integrity of the Company including data integrity and integrity of the financial statements, compliance with law and ethics, relationships with customers and suppliers, and relationship with stakeholders. The Group has in place a comprehensive Policy of Whistle-Blowing and Policy on Work Ethics & Code of Conduct which applies to every level in the Group;
- 3.1.10 Ensuring that strategies on addressing sustainability objectives including economic, environmental and social ("EES") matters are balanced with the interest of various stakeholders;
- 3.1.11 Ensuring the sustenance of a dynamic and robust corporate climate is focused on strong ethical values and also continuously nourished by value-centred programmes for team-building and active subscription to core values;
- 3.1.12 Emphasising active participation and dialogue on a structured basis involving key personnel at all levels, as well as ensuring accessibility to information and transparency on all executive actions; and
- 3.1.13 Overseeing the Group's adherence to high standards of conduct of ethics and corporate behaviour.

3.2 Each Director is expected to:

- 3.2.1 Abide by all regulatory and statutory requirements that affect them;
 - a) At all times act in good faith in the best interests of the Company as a whole and not in the interests of some other person or body;
 - b) Exercise reasonable care, skill and diligence that can be reasonably expected of a director having the same responsibility;
 - c) Make the business judgement in good faith for a proper purpose and in the best interest of the Company;

- d) Exercise the powers granted by the Company's Constitution for "proper purposes", and not for any collateral purpose;
- e) Refrain from or prevent any act that would adversely affect decision-making concerning the activities of the Company;
- f) Avoid being in a position of conflict of interest with the Company;
- g) Act in accordance with their fiduciary duties and comply with the spirit as well as the letter of the law;
- h) Act honestly and in good faith in the best interest of the Company;
- i) Carry out their duties in a lawful manner and use reasonable endeavour to ensure that the Company conducts its business in accordance with the law and a high standard of "commercial morality";
- j) Endeavour to avoid conflicts of interest wherever possible. Where a conflict arises they must adhere scrupulously to the procedures provided by the law and the Constitution of the Company for dealing with conflicts, whereby they must disclose their nature of interest during the board meeting and shall not participate in any discussion and shall abstain from the decision making process;
- k) Be diligent, attend Board meetings and devote enough time to remain familiar with the nature of the Company's business and context, including the political, legal and social framework within which it operates. Directors should be aware of the statutory and regulatory requirements that affect the Company;
- l) Observe the confidentiality of non-public information they possess as Directors; and;
- m) Ensure that the Company has in place an approved procedure for buying and selling shares or securities in the Company by Directors and their associates. Directors should not indulge in "insider trading" and should notify the Board in advance of any intended transaction by them, their relatives and associates.
- n) Ensure that Related Party Transactions should be approved and conducted in a manner that ensures proper management of conflict of interest and protects the interest of the company and its shareholder.
- o) Ensure that the minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and should have effective means of redress. Abusive self-dealing should be prohibited

3.3 The Directors shall not without the prior approval of the Company in general meeting:-

- 3.3.1 Carry into effect any proposal or execute any transaction for the acquisition of any undertaking or property of a substantial value, or the disposal of a substantial portion of the main undertaking or property of the Company; or

- 3.3.2 Exercise any power of the Company to issue shares unless otherwise permitted under the Companies Act 2016; or
- 3.3.3 Enter into any arrangement or transaction with a Director or a director of the holding company of the Company, or with a person connected with such a Director to acquire from or dispose to such a Director or person any non-cash assets of the requisite value; or
- 3.3.4 The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings, property and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

3.4 Matters Reserved for the Board

- 3.4.1 The following are matters which are specifically reserved for the Board:-
- a) Approval of corporate plans and programmes;
 - b) Approval of annual budgets, including major capital commitments;
 - c) Approval of new ventures;
 - d) Approval of material acquisitions and disposals of undertakings and properties; and
 - e) Changes to the management and control structure within the Company and its subsidiaries ("the Group"), including key policies, delegated authority limit.

4. COMPOSITION AND BOARD BALANCE

4.1 Composition and size of the Board

- 4.1.2 The Board consists of a majority of Non-Executive Directors who are qualified individuals with diverse set of skills, diversity, expertise and experience from different background to govern the Company.
- 4.1.3 The Constitution of the Company provides for a minimum of 2 Directors and maximum of 15 Directors. The composition and size of the Board are reviewed from time to time to ensure its effectiveness.
- 4.1.4 Paragraph 15.02 of the MMLR requires at least one-third of the Board to comprise of Independent Directors. The current Board composition of six (6) Independent Non-Executive Directors out of twelve (12) lead to the Board being satisfied that the size and composition of the Independent Non-Executive Directors has fulfilled this requirement adequately.
- 4.1.5 At all times, the Board's composition shall comprise of a majority of Independent Directors as stipulated by Practice 4.1 of MCCG 2017.

4.2 Appointment and Re-election

- 4.2.1 The appointment of a new Director is a matter for consideration and decision by the full Board, upon the recommendation from the Nomination & Remuneration Committee

("NRC"). In making these recommendations, the NRC will consider the required mix of skills, experience and diversity, including gender, where appropriate, which the Director brings to the Board.

- 4.2.2 The Constitution 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 every three (3) years.

4.3 Induction Program

- 4.3.1 The Company has adopted an induction programme for newly appointed Directors.
- 4.3.2 Newly appointed directors will undergo an Induction Programme, specially designed to familiarise the Directors with the business within the Group.
- 4.3.3 Newly appointed Board Member will be provided with the following upon being appointed as a Director:
- a) Board Charter
 - b) Board Policy and Roles & Responsibility of Directors
 - c) Kod Tatakelakuan dan Etika Bisnes Johor Corporation
 - d) Latest Annual Reports
 - e) Organisation chart and particulars of key senior management

4.4 Directorship

- 4.4.1 All Board members, while holding office, shall notify the Chairman of the Board before accepting any new directorship (outside the Group) to ensure that the appointment will not be in conflict with the business of the Company and Group.
- 4.4.2 Further, any nominations for new Directors to the Board are reviewed by the NRC and presented to the Board for approval. The Company Secretaries will ensure that all appointments are properly made and that statutory requirements are met.

4.5 Independent Director

- 4.5.1 In accordance with the Practice 4.2 MCCG 2017, the tenure of an Independent Director shall not exceed a cumulative term of 9 years. Upon completion of the nine 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 years, an independent

director may continue to retain the independent director after the twelve year, the board should seek annual shareholders' approval through a two-tier voting process.

4.5.2 The Company's Chairman is not an Independent Director and there are six (6) Independent Directors out of twelve (12) Board members. The Board believes that the interests of shareholders are best served by a Chairman who is sanctioned by the shareholders and who will act in the best interests of the shareholders as a whole. He exercises independent and broad judgment as well as provides independent opinions and constructive views on proposals from the Management. As the Chairman is representing JCorp which has substantial interest in the Company, he is well placed to act on behalf of all shareholders and in their best interests.

4.6 Senior Independent Director

4.6.1 Identifies a Senior INED of the Board to whom concerns may be conveyed. The Board may select a Senior INED amongst its INED

The criteria of Senior INED is based on his/her experience and the significant he/she has within the Board, leadership qualities, expertise and industry or board experiences. iii. The Senior INED must ensure that INEDs perform their duties responsibly and effectively. The Senior INED is expected to discharge the following roles:-

- a) acts as a sounding board to the chairman (e.g. offer counsel to the chairman on matters such as board dynamics and concerns of stakeholders);
- b) serves as an intermediary for other directors when necessary (e.g. facilitate confidential discussions with directors who may have concerns which they believe have not been properly considered by the board or which they feel may not be appropriate to raise in open forum or with the chairman directly);
- c) acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the chairman and/or chief executive officer;
- d) provides leadership support and advice to the board in the event that the board is undergoing a period of stress (e.g. conflict between the chairman and chief executive officer or the strategy being followed by the chairman and/or executive officer is not supported by the board)

- e) leads the succession planning and appointment of board members, including the future chairman and chief executive officer; and leads the annual review of board effectiveness, ensuring that the performance of each individual director is assessed objectively and holistically (i.e. the views of all the directors are obtained in an impartial manner).

4.7 Directors' Training & Continuing Education

- 4.7.1 In addition to the Mandatory Accreditation Programme as required by the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning.

The Board encourages its Directors to attend talks, seminars, workshops and conferences to update and enhance their skills and knowledge to enable them to carry out their roles effectively as Directors in discharging their responsibilities towards good corporate governance, operational and regulatory standards and sustain active participation in the Board deliberations. The Board shall assess the training needs of the Directors from time to time, for which the costs will be borne by the Company.

4.8 Shareholdings by Board Members in the Group

- 4.8.1 Board members may hold shares in the Group. Any transactions buying or selling shares of the Group, Board members must strictly observe the provision of the relevant legislative and regulatory procedures.

4.9 Board Leadership

- 4.9.1 The Group complies with the requirement to have the position of the Chairman and President & Managing Director held by two separate individuals.
- 4.9.2 The role of the Chairman and the President & Managing Director are distinct and separate to ensure there is a balance of power and authority.
- 4.9.3 The Company's Chairman who is a Non-Independent Non-Executive Chairman, shall be responsible for the leadership, effectiveness, conduct and governance of the Board.
- 4.9.4 The President & Managing Director holds the principal responsibilities of reporting, clarifying, communicating and recommending key strategic and operational matters and proposals to the Board for approval as well as implementation of policies and strategies.

4.9.5 The key role of Chairman, amongst others, includes:

- a) Provides leadership for Board and to create the conditions for overall Board's and individual Director's effectiveness;
- b) With consultation by Company Secretary, the Chairman sets the Board meeting schedule and agenda of the important issues;
- c) Ensures that the Board is properly briefed on issues arising in the meeting with accurate, clear, complete information in timely manner;
- d) Promotes effective relationships and open communication, encourage constructive debates and challenges in the meeting;
- e) Ensures that there is effective communication with all shareholders;
- f) Establishes good corporate governance practices and procedures; and
- g) Promotes the highest standard of integrity and ethics to the Board level and throughout the Group.

4.9.6 The key role of President & Managing Director ("PMD"), amongst others, includes:

- a) Serves as a conduit between Management and the Board and is responsible for the effective implementation of the Company's strategic plan and policies;
- b) PMD has the executive responsibility for the day-to-day operation of the Company/Group's business;
- c) ensuring that Board decisions are implemented and Board directions are adhered to;
- d) providing strong leadership i.e. effectively communicating vision and business strategy to the employees; and
- e) ensuring compliance with all relevant legislation and regulations by reviewing policies and monitoring compliance.

4.10 Diversity

The Board promotes and embraces diversity and gender mix in its composition. The Board believes that the presence of diverse ethnicities, nationalities and gender mix can widen the Board's perspectives in discharging its duties and responsibilities. In promoting diversity, the Board consider experiences and skill sets of the Directors in financial, technology, healthcare, etc remain a priority.

The Board aims to maintain 30% women representative on boards in line with Government's aspiration.

5. BOARD STRUCTURE AND PROCEEDURES

5.1 Board Committees

5.1.1 The Board may from time to time establish Committees as is considered appropriate to assist in carrying out its duties and responsibilities. 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. The Chairman of the respective Committees reports to the Board on the outcome of the Committee meetings and such reports or minutes will be included in the Board papers.

Hence, the Board delegates certain functions to the following Committees to assist in the execution of its responsibilities:-

- a) Audit Committee
- b) Building & Tender Committee
- c) Medical Advisory Committee
- d) Nomination & Remuneration Committee
- e) Employees' Share Option Scheme (ESOS) Committee; and
- f) Risk & Sustainability Committee

The duties and powers delegated to these committees are set out in the Terms of Reference of each of the Committee as approved by the Board and available on the Corporate's website.

5.2 Board Meetings

- 5.2.1 The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary. The Company Secretary(ies) (“CoSec”) shall prepare and distribute to all Directors in advance a timetable for the meeting for the coming year.
- 5.2.2 All Directors will be provided with the performance and progress reports that will be circulated five days prior to the scheduled Board meetings.
- 5.2.3 The CoSec shall work together with the Chairman in developing the meeting agenda. The 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, clarification from the Company Secretary, should such a need arise.
- 5.2.4 Where necessary, the services of other senior management or external consultants will be arranged to brief the Directors or clear their doubts or concern.

5.3 Code of Ethics

- 5.3.1 Directors must avoid any conflict of interest between the directors and the Company. In any situation that involves or may be expected to involve a conflict of interest with the Company, Directors should immediately disclose their interest whether direct and indirect to the Company.
- 5.3.2 Directors must at all time act in the best interest of the Company and not for personal gain or enrichment. Specifically, Directors shall follow the following guidelines:-
- a) Avoid placing own interest or any third-party interest above the Company;
 - b) Do not engage in any outside business that would directly or indirectly materially adversely affect the Company;
 - c) Do not abuse board membership by improperly using board membership for personal or third-party benefit;
 - d) Prevent corrupt practices which include offering and acceptance of gifts and other form benefits including ,, gratuities, honoraria or any other item of value from any

person or entity as a direct or indirect inducement to provide special treatment to such donors;

- e) Encourage the reporting of unlawful or unethical behavior; and
- f) Protect and ensure the proper use of the company's assets.

5.4 Access to Information and Independent Advice

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

5.5 Company Secretary (ies) (CoSec)

5.5.1 The CoSec 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.

5.5.2 The Board has unrestricted access to the advice and services of CoSec and where necessary, in the furtherance of their duties, obtain independent professional advice with the Company paying the related costs.

5.5.3 The CoSec shall ensure that all Board meetings are properly convened, and that accurate and proper records of the proceedings and resolutions passed are recorded and maintained in the statutory register of the Company.

5.5.4 The CoSec shall also keep abreast with the evolving capital market environment, regulatory changes and development in Corporate Governance through continuous training.

6. BOARD EFFECTIVENESS EVALUATION

6.1 The Board, through its NRC, shall ensure that a formal and objective annual internal and external evaluation process is in place to determine the effectiveness of the Board. The process also includes a peer review in which Directors assess their fellow Directors' performance against set criteria, including the skills they bring to the Group and the contributions they make

7. DIRECTORS' REMUNERATION

- 7.1 Through the NRC, the Board has established formal and transparent remuneration policies and procedures to attract and retain directors in which the NRC is responsible for making recommendations on the framework, policies and procedures in reviewing and determining the specific remuneration package of the Directors.
- 7.2 The Company's remuneration scheme for a President & Managing Director, Executive Director and key senior management is designed to be commensurate with the performance, seniority, experience and scope of responsibilities of the appointments and is benchmarked to market/industry standards.
- 7.3 For NEDs, the level of remuneration reflects the level of responsibilities undertaken by them.
- 7.4 The Board is of the view that it is just and equitable for the NED to be paid the Directors' Remuneration (excluding Directors' fees) on a monthly/quarterly basis and/or as and when incurred, particularly after they have discharged their responsibilities and rendered their services to the Company throughout the Relevant Period. Details of the estimated Directors' can be found in the Remuneration Policy.

8. ACCOUNTABILITY AND AUDIT

8.1 Financial Reporting

8.1.1 Transparency

- a) The Directors are collectively responsible in ensuring that the financial statements and the quarterly results are prepared so as to give a true and fair view of the current financial status of the Company in accordance with approved accounting standards.
- b) The Board shall aim 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.

8.2 Company Auditors

8.2.1 Appointment of the Company Auditors is subject to the shareholders' approval at the general meeting. The Company Auditors shall retire at the AGM every year and be reappointed by shareholders for the ensuing year.

8.3 Internal Control

8.3.1 The Directors are fully aware of the responsibilities to maintain a sound system of internal controls to safeguard shareholders' investment and the Group's assets. The Directors' responsibilities for the Group's system of internal controls cover not only financial aspects of the business but also operational and compliance control as well as risk management matters

8.3.2 Comprehensive audits, of the practices, procedures, expenditure and internal control of all business and support units and subsidiaries are undertaken on a regular basis.

8.3.3 The Head of Internal Audit has direct access to the Board through the Chairman of the Audit Committee.

8.4 Risk Management

8.4.1 The Board affirms its overall responsibility for establishing the Group's system of internal controls and risk management framework as well as reviewing its adequacy, integrity and effectiveness.

8.4.2 In managing risk, the Group subscribes to the "Australian/New Zealand Standard 4360:1999 Risk Management" to guide its risk management activities and adopted the "Australian/New Zealand Standard HB228:2001 Guidelines for Managing Risk in Healthcare" as its base framework in managing its business risks, comprising as follows:-

- a) Patient Care
- b) Clinical Staff
- c) Employee
- d) Property
- e) Financial

- f) Corporate Governance
- g) Others

The Group has put in place an Enterprise-Wide Risk Management (“ERM”) framework for managing risks associated with its business and operations. The ERM framework features a risk governance structure that comprises of 3 levels of defence with clear lines of responsibilities and accountabilities as follows:-

Level 1 - Hospital-level Management and Board

Level 2 – Clinical Services & Risk Management Services at HQ

Level 3 – Group Internal Audit at HQ

- 8.4.3 As a healthcare service provider, clinical risk forms the biggest risk class the Group faces. Therefore, the Board has entrusted the Clinical Risk Committee (“CRM”) which comprises of medical consultants of various disciplines to review and deliberate on all reported risk incidences. The minutes and decisions of this committee are presented to the Medical Advisory Committee (“MAC”), which is the apex-committee for all clinical matters of the Group.

9. RELATIONSHIP WITH SHAREHOLDERS AND INSTITUTIONAL INVESTORS

9.1 Communication and engagement with Shareholders

9.1.1 Annual General Meeting

- a) The AGM is an important event in the corporate calendar of which all Directors and Key Senior Management shall attend.
- b) The AGM is the principal forum for dialogue with private and institutional shareholders. The Directors must ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- c) The Chairman must encourage active participation by the shareholders during the AGM.
- d) The Chairman and, where appropriate, the President & Managing Director shall respond to shareholders' queries during the AGM.

- e) Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the meeting.

9.1.2 Extraordinary General Meeting (“EGM”)

- a) The Directors will consider requisitions by shareholders to convene EGM or any other urgent matters requiring immediate attention of the Company.

9.1.3 Annual Report (“AR”)

- a) AR is an important channel to reach shareholders and investors. AR provides comprehensive financial performance and information on operation activities and disclosed contents as per requirement.

The AR can be viewed and downloaded at the Company’s website <http://kpj.listedcompany.com/ar.html>

9.1.4 Company’s Website

- a) The Company’s website provides update information pertaining to the Company and its activities.
- b) The Shareholders may view the various announcement, press release and IR kit.
- c) The shareholder may leave their queries/feedbacks to the Investor Relations Services, where the contact can be found on the Company’s website.

9.2 Investor Relations (“IR”)

9.2.1 The Group also holds meetings with institutional investors, fund manager, analysts and research houses, in relation to major corporate exercises and pertinent issues within the disclosure requirement of Bursa Securities.

9.2.2 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.

9.2.3 A press conference, when necessary will also be held after each general meeting. The Chairman/PMD/Directors will provide insight of the Company’s performance for the year, prospects and specific events within the Company’s disclosure guideline.

9.2.4 The Company’s website provides update information pertaining to the Company and its activities.

10. DIRECTORS' LIABILITY

10.1 Directors may be liable if they:

10.1.1 Fraudulently take, apply, conceal or destroy any property of the Company;

10.1.2 Falsify, destroy, alter or mutilate any Company's record with the intent to defraud or deceive;

10.1.3 Knowingly be a party to the carrying on of any business of the Company in a reckless manner;

10.1.4 Induce a person to give credit to the Company through fraud or false pretences;

10.1.5 Knowingly be a party to the carrying on of any business of the Company with the intent to defraud creditors of the Company; and

10.1.6 Are involved in "insider trading".

10.2 Directors, in the course of discharging his/her fiduciary duties in good faith, are protected by the Company through the subscription of the Directors and Officers Liability insurance against any legal proceedings or liabilities that may be instituted against them personally.

11. REVIEW OF THE BOARD CHARTER

11.1 The Charter has been adopted by the Board since 2014 and the Board endeavours to comply at all times with the principles and practices set out in this BC.

11.2 The 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.

11.3 The Board Charter is made available for reference on the Company's website http://kpj.listedcompany.com/board_charter.html