QL RESOURCES BERHAD
Registration no. 199701013419 (428915-X)

BOARD CHARTER

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ABBREVIATION/DEFINITION

AGM	-	Annual General Meeting
Board	-	Board of Directors of the Company
Bursa	-	Bursa Malaysia Securities Berhad
CA	-	Companies Act, 2016
CSR	-	Corporate Social Responsibility
EGM	-	Extraordinary General Meeting
EXCO	-	Executive Committee
Framework	-	Anti-Bribery Framework
Group	-	QL and its subsidiaries
GCEO	-	Group Chief Executive Officer
Independent Director	-	Defined in accordance with Paragraph 1.01 of the MMLR
Management	-	Management of the Company
Constitution	-	Constitution of the Company
MCCG	-	Malaysian Code on Corporate Governance
MMLR	-	Main Market Listing Requirements of Bursa
QL or Company	-	QL Resources Berhad
SC	-	Securities Commission

1. INTRODUCTION

Ref

1.1 ABOUT QL

QL Resources is a sustainable and scalable multinational agro-food producer with operations in Malaysia, Indonesia and Vietnam. The company engages in four principal activities namely Integrated Livestock Farming (ILF), Marine Products Manufacturing (MPM), Palm Oil and Clean Energy (POCE) and Convenience Store Chain (CVS).

The MPM business pillar focuses on producing high-quality, convenient and nourishing marine-based products. Its operations span the full upstream-to-downstream value chain, from source to consumer food. QL has gained recognition as the largest surimi producer in Southeast Asia and the leading manufacturer of surimi-based products and halal fish-based products in Malaysia.

The ILF business pillar produces attainable and nutritious sources of protein. QL maintains strict biosecurity measures and optimal farming conditions to ensure product quality. The ILF pillar comprises upstream feed and raw material trading, feed milling, Day Old Chicks (DOC), and broiler and layer integration.

POCE provides sustainable solutions including bioenergy, renewable solar energy and water treatment to meet market demands. This is in addition to the involvement in the palm oil value chain activities and management of 16,000 hectares of palm estate holdings in Malaysia and Indonesia.

The FamilyMart convenience store chain is an extension of QL's existing food production and distribution portfolio, that is direct to consumer. Introduced in 2016, FamilyMart Malaysia is built on the *konbini* (convenience) concept and responds to the needs of modern, busy lifestyles by providing excellent and nourishing ready-to-eat as well as easily prepared food.

1.2 MISSION, VISION, VALUES & PERSONALITY

Mission
We create nourishing products from agro resources, leading to benefits for all parties

Vision
To be the preferred global agro based enterprise

Values
Integrity, win-win, team-work, innovative

Personality
Progressive, trustworthy, initiative, humility

2. PURPOSE OF BOARD CHARTER

The Board of QL recognises the importance of adopting high standards of corporate governance throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholder value and the financial performance of the Group.

As such, the Board has outlined the Company's corporate governance policy in the form of a Board Charter that defines the respective roles, responsibilities and authorities of the Board, both individually and collectively, and of Management in setting direction, management and control of the Group.

The purpose of this Board Charter is to document the policies upon which the Board has decided to meet its legal and other responsibilities.

This Charter is designed to provide guidance and clarity for Directors and Management as defined within the whole QL Group of companies regarding the roles and responsibilities of the Board and its Committees, the requirements of Directors in carrying out their stewardship role and in discharging their duties towards the Company as well as the Board's operating practices. Accordingly, this Charter takes into consideration the Principles and Practices of the Malaysian Code on Corporate Governance; the Companies Act 2016; the MMLR of Bursa on corporate governance; the SC Guidelines on the conduct of Directors of listed corporations and their subsidiaries, in particular the Group Governance practices; and relevant sections of the Company's Constitution.

(MCCG Practice 2.1)

3. DEFINING GOVERNANCE ROLES

3.1 THE ROLE OF THE BOARD

The Board is ultimately responsible for establishing all strategies and policies relating to the running of the Company.

The Board's role is to govern the Company rather than to manage it. In governing the Company, the Directors must act in the best interests of the Company as a whole. It is the role of Senior Management to manage the Company in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of Management in carrying out these delegated duties.

The Board reserves a formal schedule of matters for its decision to ensure that the direction and control of the Company is firmly in its hands. Details of these are set out in **Appendix A**.

(MCCG Practice 2.1)

The Board shall establish an internal audit function, which is independent of the activities it audits, and identify a head of internal audit who reports directly to the Audit Committee.

(MMLR Paragraph 15.27)

The Board also seeks to ensure that the Company complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

The principal responsibilities of the Board which encompass corporate and group governance, are set out as follows: ***(MCCG Practice 1.1)***

- to oversee, review and adopt strategic plans encompassing strategies on economic, environmental, social and governance ("EESG") considerations underpinning sustainability of the Group's business, including climate change, anti-corruption, risk management, health and safety, human rights, as well as developing Board-approved EESG targets;
- to set sustainability direction and framework for the Group and ensure the Group's sustainability strategies, priorities, targets and performance are communicated to both internal and external stakeholders;
- to review the Group's Sustainability performance in addressing material sustainability risks and opportunities;
- to oversee the conduct of the Group's businesses and evaluate whether or not the businesses are being properly managed;
- to identify principal business risks faced by the Group and ensure the implementation of appropriate systems to manage these risks;
- to consider and implement succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing members of the Board and Senior Management;
- to develop and implement an investor relations programme or shareholder communications policy for the Company;
- to review the adequacy and the integrity of the Group's risk management and internal control systems as well as management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- to promote good corporate governance culture together with Senior Management within the Group for reinforcing ethical, prudent and professional behaviour;
- to review, challenge and decide on critical Management's proposals for the Company, and oversee its implementation by Management;
- to promote a culture of integrity and ethical business throughout the Group, which includes conscious efforts to manage bribery and corruption risks;
- to ensure the Group's vision and long-term business strategy include considerations of ethical business practices;
- to determine the Group's stance on anti-bribery;
- to ensure the establishment of an internal control system, including a Group Anti-Bribery Framework, which provides reasonable assurance that the Group's bribery risks are managed;
- to review the Whistleblowing Policy periodically and at least once in three (3) years;

- to ensure that all its Directors are able to understand financial statements and form a view on the information presented;
- to review the business plans and budgets of the Group, including monitoring the entire Group's performance; and
- to review code of conduct, risk management, anti-corruption, whistleblowing and sustainability within the Group, including monitoring their compliance or performance, as appropriate, based on information furnished by the Group.

3.2 THE ROLE OF INDIVIDUAL DIRECTOR

Director is required to be aware of the legal parameters that define the Director's duties, broadly these include:

- Duty to act in good faith and honestly in line with the Company's interests;
- Duty to exercise power for a proper purpose;
- Duty to exercise discretion properly and cannot fetter these powers by abdicating an independent exercise of such discretion and merely doing what is wanted by another person; and
- Duty to avoid conflict of interest and self-dealing through improper use of Company's property, information, position, corporate opportunity or competing with the Company by a Director or an officer of a company unless consent or ratification is obtained in a general meeting.

(Bursa CG Guide 1.1)

Director should exercise reasonable care, skill and diligence according to the knowledge, skill and experience which may reasonably be expected of the Director having the same responsibilities; and based on the facts, any additional knowledge, skill and experience which the Director has and may be guided as follows:

- Ensure that the Group has established an effective governance system and process, including compliance with regulatory requirements;
- Refrain from rushing into decision-making. Provide adequate time for deliberations and evaluations of transactional and financial matters;
- Require sufficient notice and distribution of board papers and explanatory appendices in advance of meetings;
- Convene supplemental meetings in response to requests for further information before the final decision;
- Make informed decisions based on the information provided and analysis and recommendations of the Company's independent professional advisers;
- Ensure there is no undue pressure from dominant personalities or nominees of significant shareholders;
- Base reliance on others where there is sound basis for doing so; and
- Periodically test the system of risk management and internal control for its effectiveness, integrity and soundness.

3.3 THE ROLE OF EXECUTIVE AND NON-EXECUTIVE DIRECTOR

Executive Directors are, as employees, involved in the day-to-day management of the Group. Non-Executive Directors are classified as:

- those who have no direct or indirect pecuniary interest in the Company other than their Directors' fee, related emoluments and their "permitted" holding of shares in the Company, i.e. Independent Directors; and
- those who are not employees of the Company or affiliated with it in any other way and are not involved in the day-to-day running of business but have pecuniary interest in the Company, either as shareholders or otherwise and whether direct or indirect, i.e. Non-Independent Non-Executive Directors.

(MMLR Paragraph 1.01)

Non-Executive Directors act as a bridge between Management, shareholders and other stakeholders. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied. Letters of appointment for Non-Executive Directors do not set out a fixed time commitment for board duties as the Board believes that the time required by the Non-Executive Directors may fluctuate depending on the demands of the business and other events. However, it is expected that Non-Executive Directors shall allocate sufficient time to the Company to perform their duties effectively.

(Bursa CG Guide)

3.4 THE ROLE OF INDEPENDENT DIRECTOR

Independent Directors are essential for protecting the interests of shareholders and can make significant contributions to the Company's decision making by bringing in the quality of detached impartiality.

(MCCG Practice 5.2)

The MMLR emphasize that even if a person does not fall within any of the disqualifying indicators enumerated in Paragraph 1.01 and Practice Note 13, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company.

(MMLR Paragraph 1.01 & its Practice Note 13)

The attributes of collegial yet independent decision-making that must be vested in the Independent Director shall be determined in part by the character of the individual and that of the whole ethos of the Board.

3.5 THE ROLE OF SENIOR INDEPENDENT DIRECTOR

QL has appointed a Senior Independent Director to whom concerns may be conveyed by other Directors, shareholders and other stakeholders. The role of the Senior Independent Directors include:

(MCCG Guidance 2.1)

- Acting as a sounding board to the Board Chairman;
- Serving as an intermediary for other Directors, when necessary;
- Acting as point of contact for shareholders and other stakeholders, particularly on concerns which cannot be resolved through the normal channels of the Board Chairman and/or GCEO;
- Providing leadership support and advice to the Board in the event that the Board is undergoing a period of stress; and
- Providing leadership support and advice to the Board pertaining to succession planning and appointment of board members, and co-lead board effectiveness evaluation with the chair of the Nominating Committee (if Senior Independent Director is not the Nominating Committee Chair).

3.6 THE ROLE OF CHAIRMAN

(MCCG Practice and Bursa CG Guide 1.2)

The Chairman carries out a leadership role in the conduct of the Board and its relations to shareholders and other stakeholders. He is responsible for leading the Board in the adoption and implementation of good corporate governance practices, leadership and effectiveness of the Board, as a whole.

As the current Board Chairman is an Executive Director, there are two (2) main aspects to the Chairman's role, namely the Board Executive Chairman's role within and outside the boardroom.

3.6.1 Inside the Boardroom

Inside the Boardroom, the role of the Board Executive Chairman is to:

- Provide leadership to lead the Board in its collective oversight of Management;
- Establish the agenda for Board meetings in consultation with the GCEO and Company Secretary;
- Ensure that all Directors are enabled and encouraged to participate at Board meetings. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely and relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
- Ensure that Board Committee meetings are not combined with the main Board meeting; ***(MCCG Guidance 1.6)***
- Ensure that Executive Directors look beyond their executive functions and accept their full share of responsibilities of governance;
- Guide and mediate the Board's actions with respect to organisational priorities and governance concerns;
- Undertake the primary responsibility for organising the information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis;
- Chair Board meetings;
- Be clear on what the Board has to achieve, both in the long and short term;

- Provide guidance to other Board members about what is expected of them;
- Ensure that Board meetings are effective in that:
  - the appropriate matters are considered during the meeting (for example, strategic and important issues);
  - matters are considered carefully and thoroughly;
  - all Directors are given the opportunity to effectively contribute; and
  - the Board comes to clear decisions and resolutions;
- Ensure that the Board behaves in accordance with its Charter;
- Manage the interface between the Board and Management;
- Allow dissenting views of Board members to be freely expressed; and ***(MCCG Guidance 1.2)***
- Perform other responsibilities as assigned by the Board, from time to time.

3.6.2 Outside the Boardroom

Outside the Boardroom, the role of the Board Executive Chairman is as follows:

- In conjunction with the GCEO, undertake appropriate public relations activities to provide effective communication with stakeholders and to communicate their views to the Board;
- Be the Company's spokesperson, including chairing the Annual General and Extraordinary General Meetings (collectively "General Meetings") of the Company, which entails amongst others the reporting of performance and profit figures;
- Ensure General Meetings support meaningful engagement between the Board, Senior Management and shareholders. The engagement shall be interactive and include robust discussion on, among others, the Group's financial and non-financial performance as well as the Group's long-term strategies. Shareholders shall also be provided with sufficient opportunity to pose questions during the General Meeting and all the questions shall receive a meaningful response; ***(MCCG Practice 13.4)***
- Be the major point of contact between the Board and the GCEO;
- Be kept fully informed of current events by the GCEO on all matters which may be of interest to Directors;
- Regularly review with the GCEO, and such other appropriate senior officers, the progress on important initiatives and significant issues facing the Group;
- Provide mentoring for the GCEO;
- Initiate and oversee the annual GCEO evaluation process;
- Provide leadership to the Group's integrity and compliance culture (including anti-bribery compliance); and
- Provide leadership to the Risk Management Unit, which is responsible for the Group's compliance with the Framework and applicable laws and regulations.

3.7 THE ROLE OF GCEO

(MCCG Practice 1.3)

The GCEO is responsible for implementing the programme to achieve the Company's goals and vision for the future, in accordance with the strategies, policies, programmes and performance requirements approved by the Board. The position reports directly to the Board.

The GCEO's primary objective is to seek to achieve the ongoing success of the Company through being responsible for all aspects of the management and development of the Company. The GCEO is of critical importance to the Company in guiding the Company to develop new and imaginative ways of winning and conducting business and must possess industry knowledge and credibility to fulfill the requirements of the role.

The GCEO shall manage a team of executives responsible for all functions contributing to the success of the Company.

The GCEO specific responsibilities include:

- Developing the strategic direction of the Group and provide directions in the implementation of short and long term strategies and plans.
- Overseeing the business and day-to-day operations to ensure smooth and effective running of the Group.
- Selecting and appointing key staff as well as ensuring high competency, productivity and performance through performance management and professional development.
- Communicating the Group's mission, vision, values and personality to the employees.
- At each of its scheduled meetings, the Board expects to receive from or through the GCEO:
  - summary reports on the performance and activities of the Group and specific proposals for capital expenditure acquisitions and disposals; and
  - such assurances as the Board considers necessary to confirm that the Management's limits are being observed.
- The GCEO is expected to act within all specific authorities delegated to him by the Board.
- Executive management of the Group's business, covering, inter-alia, the development of a sustainable strategic plan, an annual operating plan and budget, performance benchmarks to gauge Management's performance, and an analysis of Management reports.
- Developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved.
- Directing and controlling all aspects of the business operations in a cost effective manner.

- Effectively overseeing the human resource of the Group with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for Senior Management personnel and issues pertaining to discipline of all employees.
- Effectively representing the interest of the Group with major customers, governments and their agencies, and industries at large, to ensure general goodwill towards the Group and cooperation in planned development.
- Providing assistance to members of the Audit, Nominating and Remuneration Committees, as required, in discharging their duties.
- Assisting the Board Chairman in organising information necessary for the Board to deal with the agenda and for providing such information to Directors on a timely basis.
- Ensuring the success of the Company's governance and management functions.
- Undertaking the role of key company spokesperson.
- Ensuring appropriate risk management practices and policies are in place.
- Developing and motivating direct reports and their respective teams.
- Assessment of business opportunities with potential benefit to the Company.
- Responsible for proposing major capital expenditure to ensure their alignment with corporate strategy and justification on economic grounds.

In discharging the above responsibilities, the GCEO can delegate appropriate functions to any Executive Director.

3.8 BOARD COMMITTEES

(MCCG Practice 2.1 and Clause 152)

As managing and controlling businesses have become more onerous, complex and demanding, Boards are resorting to establishing Committees to assist them in the discharge of their duties and responsibilities.

However, the existence of Board Committees does not diminish the Board's fiduciary responsibility on the affairs of the Company. The Board may delegate powers to Committees, but such delegation shall be subject to the following:

- Delegated authority in accordance with the Company's Constitution;
- Clearly established terms of reference, defining the Committees' responsibilities and authority, which are approved by the Board;
- The Board must supervise its delegation; and
- The Board must not merely adopt or rely on the Committees' recommendations without proper assessment and testing or challenging the same.

Each Committee's role shall be spelt out in written terms of reference approved by the Board. Each year, the Board, through Nominating Committee, reviews the Board Committees' effectiveness. The Chairman of each Board Committee shall assess the performance of individual Committee members on annual basis. These assessments can be used to facilitate the Nominating Committee's evaluation of Board Committees' performance.

The Board has established the following Board Committees, the roles of which are summarised below:

3.8.1 EXCO

The EXCO is entrusted with the duty of overseeing the effective implementation of the Board's strategies and directions and successful achievement of the Group's corporate objectives. The terms of reference of EXCO are attached under **Appendix B**.

3.8.2 Risk Management Committee

(MCCG Step Up 10.3 and Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers)

The Risk Management Committee is primarily responsible for overseeing the risk management framework and policies of the Group. The terms of reference of the Risk Management Committee are attached under **Appendix C**.

3.8.3 Risk Management Unit

The Risk Management Unit is tasked by the Risk Management Committee to identify, evaluate and manage the risks that the Group faces on a continual basis, to assist the Group in achieving its goals. The terms of reference of the Risk Management Unit are attached under **Appendix D**.

3.8.4 Audit Committee

The Audit Committee is formed to play a crucial role in corporate governance process, a process that is one of the cornerstones of shareholders' protection. The Board may delegate, but not abdicate its responsibilities to the Audit Committee.

(MMLR Paragraph 15.12)

The Audit Committee shall assume the following four fundamental responsibilities:

- Assessing the risks and control environment;
- Overseeing financial reporting;
- Evaluating the internal and external audit process; and
- Reviewing conflict of interest situations and related party transactions.

The terms of reference of the Audit Committee are attached under **Appendix E**.

3.8.5 Nominating Committee

The Nominating Committee oversees matters relating to the nomination of new Directors and suitability on the re-election of retiring Directors; annually reviews the required mix of skills, experience, and assessment of the independence of Independent Directors; reviews succession plans and boardroom diversity; oversees training courses for Directors and other requisite qualities of Directors, as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director. The terms of reference of the Nominating Committee are attached under **Appendix F**.

(MCCG Practices 5.5 to 5.10 and MMLR Paragraph 15.08A)

3.8.6 Remuneration Committee

The Remuneration Committee is responsible for reviewing and recommending the remuneration framework, which includes policies and procedures on the remuneration of Directors and Senior Management, for the remuneration packages of Executive Directors, Non-Executive Directors and Senior Management to the Board, drawing from outside advice if necessary. The terms of reference of the Remuneration Committee are attached under **Appendix G**.

(MCCG Practice 7.2)

3.9 COMPANY SECRETARY

The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognizes the fact that the Company Secretary shall be suitably qualified and capable of carrying out the duties required of the post.

(MCCG Practice 1.5)

The key role of the Company Secretary is to provide unhindered advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.

The primary responsibilities of the Company Secretary include:

- ensuring that Board procedures and applicable rules are observed;
- advising the Board on its roles and responsibilities;
- facilitating the orientation of new Directors and assisting in Directors' training and development;
- maintaining records of the Board and ensuring effective management of the Company's records;
- managing all Board and Board Committee meeting logistics, attending and preparing comprehensive minutes to document Board and Board Committee proceedings and ensuring conclusions are accurately recorded;
- advising the Board on corporate disclosures and compliance with company and securities regulations and MMLR;
- managing processes pertaining to shareholder meetings;

- monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
- serving as a focal point for stakeholders' communication and engagement on corporate governance issues; and
- carrying out other functions as deemed appropriate by the Board from time to time.

4. COMPOSITION AND BOARD BALANCE

4.1 SIZE AND COMPOSITION

The Board currently consists of ten (10) members, not taking into consideration the Alternate Directors, as follows:-

- one (1) Executive Chairman,
- one (1) GCEO,
- three (3) Executive Directors,
- five (5) Independent Non-Executive Directors; and
- three (3) Alternate Directors.

The Board ensures that its size and composition are optimum and well balanced, which is commensurate with the size of the Group and its operations. At least 1/3 of the Board, or two (2) members, whichever is higher, shall consist of Independent Directors. If the number of Directors is not 3 or a multiple of 3, then the number nearest 1/3 must be used. The Company's Constitution allows a minimum of two (2) and maximum of fifteen (15) Directors (disregarding Alternate Directors).

(MMLR Paragraph 15.02)

(Clause 105)

The Board opines that its members shall have wide ranging experience, skill, knowledge that add value to the Group. The qualifications for Board membership are the ability to make informed business decisions and recommendations; possesses entrepreneurial talent for contributing to the creation of shareholder value; relevant experience, the ability to appreciate the wider picture of the Group's business; ability to ask probing operational related questions; high ethical standards; sound practical sense; and total commitment to furthering the interests of shareholders and achievement of the Group's goals. In addressing this, the Board shall consider recommendations by the Nominating Committee pertaining to nominees for directorship in the Company. Candidates for directorship shall be sourced from recommendations of existing Directors, major shareholders of the Company and reputable professional bodies.

(MCCG Practices 5.5 to 5.10)

The Executive Directors in particular are responsible for implementing the policies and decisions of the Board, overseeing the operations as well as co-coordinating the development and implementation of business and corporate strategies.

The Independent Director shall be a person of calibre, credibility and have the necessary skills and experience to bring independent judgment to the decision making of the Board and provide a capable check and balance for the Executive Directors as well as contribute significantly in areas such as policy and strategy, performance monitoring, allocation of resources as well as improving governance and controls.

The positions of the Board Chairman and GCEO are held by different individuals to enable a clear division of responsibilities of these individuals in ensuring a balance of authority and power. ***(MCCG Practice 1.3)***

4.2 APPOINTMENT AND RE-ELECTION

The Board shall consider and decide on the appointment of a new Director upon appropriate recommendation from the Nominating Committee.

For the assessment and selection of Directors, including retiring Directors who have consented to be re-elected, the Nominating Committee shall consider objective criteria, merit with due regard of candidates' character, experience, competence, integrity and time availability, as well as the following factors: ***(MCCG Practices 5.5 to 5.10 and MMLR Paragraph 15.08A)***

- industry skills, knowledge expertise, age, cultural background;
- professionalism;
- diversity;
- contribution and performance; and
- in the case of candidates for the position of Independent Directors, the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Directors.

Newly appointed Director unless they have already attended the same, must attend the Mandatory Accreditation Programme as prescribed by Bursa.

Pursuant to the Company's Constitution, one third (1/3) of the Directors are required to retire at every AGM and be subjected to re-election by shareholders. ***(MMLR, MCCG 2007 & Clause 124)***

Newly appointed Directors shall hold office until the next AGM and shall be subjected to re-election by the shareholders.

All Directors shall retire once every three (3) years but shall be eligible for re-election. ***(Clause 125)***

4.3 INDEPENDENT DIRECTOR

An Independent Director is an individual who is independent of Management and free from any business or other relationship which could interfere with the exercise of independent judgment or the ability of the individual to act in the best interests of the Company.

The existence of Independent Directors on the Board by itself does not ensure the exercise of independent and objective judgment as independent judgment can be compromised by, amongst others, familiarity or close relationship with other Board members. ***(MCCG Practice 6.1)***

Therefore, the Board with assistance from Nominating Committee conducts an annual assessment of the independence of its Independent Directors and focus beyond the Independent Director's background, economic and family relationships and consider whether the Independent Director can continue to bring independent and objective judgment to the Board's deliberations.

The MMLR emphasize that even if a person does not fall within any of the disqualifying indicators enumerated in Paragraph 1.01 and Practice Note 13 of the MMLR, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise Independent judgment and act in the best interests of the Company, for example, a test of independence of mind and independence in appearance. ***(Bursa CG Guide-3rd edition)***

The Nominating Committee shall conduct the test of independence of mind on the Director to determine if the state of mind of the Director permits the Director to exercise independent judgment without being affected by influences that compromise objectivity; whereas the test of independence in appearance relates to the test that the Director is free from any personal, family or economic interests which could lead a third party to cast doubts on the Independent Director's objectivity.

The attributes of collegial yet independent decision-making that must be vested in the Independent Director shall be determined in part by the character of the individual and that of the whole ethos of the Board.

Independent Directors are encouraged to meet among themselves at least annually to discuss among others strategic, governance and operational issues. ***(MCCG Guidance 1.2)***

The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. ***(MCCG Practice 5.3)***

4.4 THE BOARD'S RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS ***(MCCG Practice12.1)***

The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders, other stakeholders and the general public.

It is the role of the Board to ensure that the AGM and Extraordinary General Meeting ("EGM") of the Company are conducted in an efficient manner and serve as crucial mechanisms in shareholder communications. Key elements supporting this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM and EGM. The Board shall focus its efforts on the following practices to enhance the effectiveness of General Meetings:

- ensure that shareholders are given sufficient notice and time to consider the resolution(s) that will be discussed and decided at the General Meeting. The Board shall also ensure that each item of special business included in the notice is accompanied by a full explanation of the effects of the proposed resolution; ***(MCCG Guidance 13.1 and MMLR Paragraph 8.27)***
- for re-election and re-appointment of Directors, ensure that the notice of meeting states which Directors are standing for re-appointment or re-election, with a brief description including matters such as age, relevant experience, list of directorships, date of appointments to the Board, details of participation in Board Committees and whether a particular Director is independent; ***(MMLR Paragraph 8.27)***
- for re-appointment or re-election of Directors, ensure that a statement be included in the notes accompanying the notice of General Meeting on whether or not the Board supports the re-appointment or re-election of the candidate for directorship, including the reasons thereof; ***(MCCG Practice 5.7)***
- ensure that the Chairman provides reasonable time for discussion at the meeting. Where appropriate, the Chairman shall also undertake to provide the enquirer with a written answer to any significant question which cannot be answered immediately;
- ensure that any resolution set out in the notice of General Meeting is voted by poll and to announce the detailed results of the votes cast for and against each resolution. The Chairman shall also ensure that there is a channel of communication through the Company Secretary on feedback and queries from shareholders; ***(MMLR Paragraph 8.29A)***
- ensure that all Directors attend General Meetings to provide opportunity for shareholders to effectively engage with each Director as well as provide meaningful response to questions addressed to them; ***(MCCG Practice13.2)***
- ensure the Chairman of the Board is the Chairman for all General Meetings and, in the event the Board Executive Chairman is indisposed on the day of the General Meeting, to elect a Director from amongst the Board members to chair the Meeting; and
- ensure that the Company publishes these measures listed above, on its corporate website on a dedicated Corporate Governance section.

5. BOARD PROCESS

5.1 BOARD MEETINGS

The Board meets at least once every quarter during each financial year but at more frequency when situations dictate. The Company Secretary shall in advance prepare and distribute to all Directors a timetable for the meetings for the financial year. The Company Secretary shall work together with the Board Chairman and GCEO in developing the annual meeting timetable.

A Director may at any time request, and the Company Secretary shall on that requisition arrange for a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. ***(Clauses 143 & 144 and MCCG Practice1.6)***

The quorum necessary for the transaction of the business of the Directors shall be two (2). ***(Clause 145)***

The Chairman of the Board or if he is absent or unwilling to act or there is no Chairman, the GCEO shall preside at all meetings. If neither the Chairman nor the GCEO is present within fifteen (15) minutes after the time set for holding the meeting or if the Chairman or the GCEO is unwilling to act, the Directors present shall elect one (1) of their number to be Chairman of the meeting. ***(Clause 146)***

Board members are required to attend the Board meetings. However, other Senior Management may be invited to attend meetings for particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors and consultants as and when the need arises.

Resolutions of any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. ***(Clause 147)***

Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by all Directors present. In the event issues requiring the Board's decision arise between meetings, such issues shall be resolved through circular resolution subsequent to discussions being held amongst the Board members, either via teleconference, videoconference, email, etc., in order for the Board as a whole to be apprised on such matters and obtain their viewpoints before arriving at a decision.

Such circular resolution in writing shall be valid and effective if it is signed or approved by letter, telex, telegram, cable, facsimile or other electrical or digital written message by the majority of the Directors, and such discussions, including any concerns raised and the rationale for the decisions so made in the resolution shall be tabled at the immediate Board meeting for ratification and formal record keeping. ***(Clause 150)***

Directors shall be deemed to be present in person at a meeting if they participate by conference telephone, video, electronic or such other communication facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The Directors participating in any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors in such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, or during the meeting. *(Clause 149)*

A Director shall not participate in any discussion and shall abstain from voting on contracts or proposed contracts or arrangements in which the Director has direct or indirect interests. A Director shall also not vote on contracts or proposed contracts or arrangements with any other company in which the Director is interested either in the capacity as an officer of the Company or as a shareholder of the Company. *(Clause 151)*

A Director notwithstanding his/her interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he/she or any other Director is appointed to hold office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he/she is in any way interested provided always that he/she has complied with Section 221 and all other relevant provisions of the CA and its Constitution. *(Clause 151)*

All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote. *(Clause 148)*

5.2 AGENDA

Notice of a Directors' meeting shall be given in writing at least seven (7) days, or at shorter notice where it is unavoidable, prior to the meeting. Notice shall include the date, time and place of the meeting and the matters to be discussed. The notice of a Board meeting shall be deemed to be duly given to a Director if it is given to the Director personally or sent in writing via facsimile, e-mail, Electronic Form or any other form of Electronic Communications, courier or post to the Director at the Director's last known address or any other address given by the Director to the Company for this purpose. Unless otherwise determined by the Directors from time to time notice of all Directors' meetings shall be given to all Directors and their alternates. *(Clause 144 and MCCG Practice 1.6)*

The Board Chairman, in conjunction with the GCEO and the Company Secretary, shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst other things, matters specifically reserved for the Board's decision. The Board shall record its deliberation in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.

The agenda shall address high-priority strategic and operational issues, where necessary, and ensure that there is enough time for discussion. Agenda issues shall be aligned with the overall Company's context, including its starting situation, aspiration and priorities.

5.3 MEETING PAPERS

(MCCG Practice 1.6)

To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least five (5) working days prior to the meeting. Where there is a need to table a report, a brief statement of findings and/or recommendations is prepared.

(MCCG Practice 1.6)

Minutes are prepared following a Board meeting and are circulated in draft form to the Board members for comments within thirty (30) days after the meeting to ensure that the minutes accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. The Directors shall revert with comments, if any, to the draft minutes within fourteen (14) working days after the minutes are circulated. The draft minutes shall be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions rather than a historical narrative of the discussion or concluding remarks of final decisions made. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.

5.4 ACCESS TO INFORMATION

(MCCG Practice 1.6 and MMLR Paragraph 15.04)

A record of submissions, papers and materials presented to the Board is maintained and kept by the Company Secretary, together with minutes of meetings, and is accessible to Directors during office hours.

All Directors have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of the Company, subject to a formal written request to the Board Chairman furnishing satisfactory and explicit justification for such a request.

The procedures for obtaining access to information are set out under **Appendix H**.

5.5 APPOINTMENT, VACATION OF OFFICE AND REMOVAL OF DIRECTORS

(Constitution and MMLR)

Upon the appointment of a Director, the said Director shall provide to Bursa an undertaking prescribed by Bursa immediately and in any event not later than fourteen (14) days.

Any Director of QL shall not be considered fit for directorship if the Director:

(MMLR Paragraph 15.05)

- has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a company;
- has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence, involving bribery, fraud or dishonesty or where the conviction involved a finding that the Director acted fraudulently or dishonestly; or
- has been convicted by a court of law of an offence under the securities laws of Malaysia or the CA,

within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.

The office of Director shall be vacated if the Director:

(Clause 134)

i. becomes bankrupt during his/her term of office or enters into any arrangement or composition with his/her creditors generally;
ii. ceases to be a Director by virtue of any provision of the CA or becomes prohibited by law within or outside Malaysia from being a Director or has been disqualified by the Court under Section 199 of the CA;
iii. has been convicted of an offence relating to the promotion, formation or management of a corporation;
iv. has been convicted of an offence involving bribery, fraud and dishonesty;
v. has been convicted of an offence under Sections 213, 217, 218, 228 and 539 of the CA;
vi. has retired in accordance with the CA or the Constitution but is not re-elected;
vii. becomes disqualified from being a Director under Section 198 or 199 of the CA;
viii. dies;
ix. becomes of unsound mind or lunatic during his/her term of office in Malaysia or elsewhere or an order is made by any court or under Mental Health Act 2001 or other competent authority claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his/her detention or for the appointment of a committee or other person (by whatever name called) to exercise powers with respect to his/her property and/or affairs;
x. is removed from his/her office in accordance with the CA or the Constitution;
xi. becomes prohibited from being a Director of any order made under the CA or the MMLR;

xii. resign from his/her office by notice in writing to the Company and deposited at the Registered Office of the Company;

xiii. is absent from more than 50% of the total Board meetings held during a financial year (or proportionately if the Director was only appointed sometime in the financial year) unless an exemption/waiver is sought and obtained from Bursa; or

MMLR Paragraph 15.05)

xiv. otherwise vacates his/her office in accordance with the Constitution.

Where a Director is removed from office, QL must forward to Bursa a copy of any written representations made by the Director at the same time as copies of such representations are sent to shareholders/Management of QL under Section 207(3)(b) of the CA.

(MMLR Paragraph 15.05[5])

5.6 INDUCTION PROCESS AND DIRECTORS' TRAINING PROGRAMME

(MCCG Practice 6.1 and MMLR Paragraph 15.08)

The objective of the induction process and training programme is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast with development in the marketplace pertaining to the oversight function of Directors. This enables the Directors to discharge their duties and responsibilities effectively.

Induction of Directors may include the following:

- time with other Directors to enable further insights and knowledge of the Company, in particular the Board Chairman and the Company Secretary;
- furnishing of a copy of the previous Board minutes for at least the past six (6) months;
- visits to key sites;
- additional Board or Board Committee meetings as circumstances warrant during a given financial year. As in-depth knowledge of the particulars of the Company's/Group's business is vital for each Director, Management is encouraged to structure Board or Board Committee meetings to allow direct involvement and review of operational activities (for example, by holding Board meetings in field operations and including market/business activities in the Board meetings); and
- a formal one (1) to two (2) day induction programme, including the elements above, and also presentations by key Management personnel.

Directors are strongly encouraged to undergo training to equip themselves to effectively discharge their duties as a Director and for that purpose to attend such training programmes.

Directors are required to undergo the Mandatory Accreditation Programme under the requirements of Bursa. In addition, Directors are required to attend relevant training courses/seminars at periodic intervals to keep them abreast with development pertaining to the oversight function of Directors as well as updates on technical matters, for example financial reporting standards, tax budgets, etc. The Nominating Committee, in association with the Board, shall decide on the continuous education training programme for Directors.

At the start of each financial year, the Board collectively shall discuss to assess the training needs of each Director and to decide on the types of training that may be required for effective and efficient discharge of Directors' duties and responsibilities.

The costs of the Mandatory Accreditation Programme and/or continuing education program shall be borne by the Company.

5.7 CONFLICT OF INTEREST AND RELATED PARTY TRANSACTIONS

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the Director's interest in accordance with the provisions of the CA. The Directors shall state the fact and the nature, the character and extent of any office or profession of any property that may duly, directly or indirectly be in conflict with his/her duties as a Director. The Director concerned shall not participate in deliberations and shall abstain from casting his/her votes in any matter arising thereof otherwise as provided for in the Constitution of the Company.

(Clause 142 and CA)

Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company.

(CA)

An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.

Related party transactions include any financial transaction between a Director or officer and the Company and shall be reported at each Board meeting.

5.8 DIRECTORS' EXTERNAL COMMITMENTS

Directors shall devote sufficient time to discharge their responsibilities. Directors shall notify the Board Executive Chairman before accepting any new directorships and the notification shall provide for an indication of time that will be spent on the new appointment.

A Director of the Company or Group shall not hold more than five (5) directorships in listed issuers as required under MMLR.

(MMLR Paragraph 15.06[1])

The Company Secretary shall facilitate the Directors' annual independence and conflict of interest declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for Independent Directors) and conflict of interest (i.e. for all Directors).

(MCCG Practice 6.1)

5.9 REPRESENTATION OF THE COMPANY

The Board looks to Management to speak on behalf of QL and to manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements. The Board authorises two (2) of its members to be determined by the Board from time to time to be the official spokespersons for QL.

(Bursa Corporate Governance Guide and MCCG Practice 12.1)

The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the MMLR.

(MCCG Practice 12.1)

The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Company's website. This section shall provide information such as, amongst others, the Company' performance, corporate strategy, Annual Report and other matters affecting shareholders' interests.

(MCCG Practice 13.3)

A formal Investor Relations Policy shall be developed and implemented, following approval by the Board.

5.10 THE COMPANY'S CONSTITUTION AND MANAGEMENT'S LIMITS

The Board operates pursuant to the powers set out in and are subject to the provisions of the Company's Constitution as adopted by shareholders in General Meeting.

(Clauses 116 to 122)

Management shall act within all specific authorities delegated to it by the Board.

Management shall not cause or permit any practice, activity or decision that is contrary to commonly accepted good business practices or professional ethics.

5.11 DIRECTORS' CODE OF CONDUCT

(MCCG Practice 3.1)

The Board of Directors of QL shall ensure that the Group upholds high standards of ethics and corporate behaviour. The Board is in a position of trust. It holds in trust not only the Group's physical and intellectual assets but also the efforts of those who have gone before. It preserves and grows these things for the current and future generations. Its stewardship protects the Group from harm and steer it towards positive achievement.

In that light and in the performance of their duties, a Director of QL is first and foremost held accountable in demonstrating the following:

Corporate and Group Governance

(i) a clear understanding of the aims and purpose, capabilities and capacity of the Company and its subsidiaries;

(ii) devote time and effort to attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;

(iii) ensure at all times that the Company and its subsidiaries are properly managed and effectively controlled;

(iv) stay abreast of the affairs of the Group and be kept informed of the Group's compliance with the relevant legislation and contractual requirements;

(v) insist on being kept informed on all matters of importance to the Group as part of its remit under group governance;

(vi) limit directorship in companies to a number in which the Director can best devote his/her time and effectiveness; each Director is his/her own judge of his /her abilities and how best to manage the time effectively in the company in which he/she holds directorship;

(vii) have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;

(viii) at all times exercise his/her powers for the purposes they were conferred, for the benefit and prosperity of the Company;

(ix) disclose immediately all contractual interests whether directly or indirectly with the Company or any of its subsidiaries;

(x) not divert to the Director's own advantage any business opportunity that the Company or any of its subsidiaries is pursuing, or misuses confidential information obtained by reason of the Director's office for his/her own advantage or that of others;

(xi) at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of the Director's powers in discharging his/her duties; and

(xii) be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake.

Relationship with Shareholders, Employees, Creditors and Customers

(i) be conscious of the interest of shareholders, employees, creditors and customers of the Company;

(ii) at all times promote professionalism and improve the competency of Management and employees; and

(iii) ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

Responsibilities on the Economic, Environmental, Social and Governance agenda

(i) adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;

(ii) ensure the effective use of natural resources, and improve quality of life by promoting the economic, environmental and social agenda in the Group's business and its associated strategies;

(iii) be proactive to the needs of the community and to assist in society-related programmes; and

(iv) ensure that the activities and the operations of the Group do not harm the interest and well-being of society at large.

The Directors' Code of Conduct shall be reviewed and updated periodically.

6. APPLICATION

The principles and contents set out in this Charter are:

a) kept under review and updated in tandem with changes in corporate and/or group governance practices as prescribed by the relevant regulatory authorities;

b) applied in practice having regard to their spirit and general principles rather than the form; and

c) summarised and disclosed in the Company's Annual Report as part of a narrative statement by the Directors on Corporate Governance.

The Board endeavours to comply at all times with the principles and practices as set out in this Charter.

The Board shall periodically review and update the Charter in accordance with the needs of the Company and any new regulations that may have impact on the discharge of the Board's responsibilities. ***(Bursa CG Guide and MCCG Practice 2.1)***

Any updates to the principles and practices set out in this Charter shall be made available on the Company's website, following approval by the Board.

The Charter was reviewed and approved by the Board on 28 May 2026.

APPENDIX A

MATTERS RESERVED FOR COLLECTIVE DECISION OF THE BOARD

The matters formally reserved for the Board's decision are specified below and the list may be varied from time to time as determined by the Board.

Conduct of the Board

- Appointment and recommendation for removal of Directors.
- Appointment and removal of Company Secretaries.
- Appointment of Board Committees and their members.
- Recommendation for appointment/re-appointment of auditors.
- Approval of terms of reference of Board Committees and amendments to such terms.
- Appointment of Senior Executive positions, including that of the Group Chief Executive Officer ("GCEO") and Executive Directors ("EDs") of the Company and their duties and the continuation (or not) of their service.
- Board diversity, selection and nomination of Directors, and the performance evaluation of Board and Directors at the Company and subsidiary level. For expediency and practicality, the performance evaluation of the Board, Directors and Senior Management at subsidiary level may be delegated by the Board to the GCEO. As for the assessment of the Board, Directors and Senior Management of a listed subsidiary, this role is helmed by the Board of the listed subsidiary for the reason that it is a listed company and is regulated by the MCCG, Main Market Listing Requirements and SC Guidelines.
- To determine tenure of Directors, especially Independent Non-Executive Directors.

Remuneration

- Recommendation for shareholders' approval of the Directors' fees and remuneration arrangements for Non-Executive Directors.
- Approval of remuneration packages, including service contracts for GCEO and EDs.
- Approval of remuneration structure, policy and procedure for GCEO, EDs and Senior Management.
- Approval of any proposed employees' share option scheme and/or amendments to the scheme, subject to other approvals that may be required by law or regulations.

Operational

- Review and approval of strategic plan and annual budget.
- Approval of capital expenditure above the prescribed amount, as may be determined from time to time.
- Approval of bad debts write-off in excess of the prescribed amount, as may be determined from time to time.
- Approval of investment or divestment in a company, business or property undertaking.
- Approval of investment or divestment of a capital project which represents a significant diversification from the existing business activities.
- Approval of treasury policies and bank mandate.
- Approval of the Limits of Authority for the Company.
- Approval of the engagement of external professional advisors or experts to advise on risk management matters, if necessary.

Financial

- Approval of interim and annual financial statements.
- Approval for the release of financial announcements.
- Approval of the Directors' Report, Corporate Governance Overview Statement and Statement of Risk Management and Internal Control for inclusion in the Company's Annual Report and Statutory Accounts.
- Approval of Corporate Governance Report for announcement to Bursa.
- Approval of interim dividends, the recommendation of final dividends and the making of any other distribution.
- Adoption of accounting policies in line with the Malaysian Financial Reporting Standards and the International Financial Reporting Standards.
- Review the effectiveness of the Group's system of risk management and internal control. This function is delegated to the Risk Management Committee concerning risk management and the Audit Committee in respect of internal controls, which in turn report to the Board on their findings and recommendations.

Other Matters

- The granting of powers of attorney by the Company.
- The entering into of any indemnities or guarantees.
- Recommendations for the alteration of the Constitution of the Company.
- Alteration of the registered office and name of the Company.
- Change in financial year end.
- Recommendation for purchase of own shares by the Company.
- Recommendation for issuance of any debt instruments.
- Scheme of reconstruction or restructuring.
- Any other significant business decision.
- Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders.
- Any other matters, as may be required by law or the governing authorities.
- Any other matters requiring the Board's approval under the Limits of Authority adopted by the Company.
- Any other matters, as may be determined by the Board from time to time.

APPENDIX B

TERMS OF REFERENCE OF EXECUTIVE COMMITTEE

1. Objectives

The EXCO's duty is to ensure that the Board's strategies and directions are executed effectively and efficiently. While the Board retains full and effective control over the affairs of the Group, which includes setting the framework and policies within which the Group should be operating, the EXCO shall be responsible for the compliance with laws, regulations and directives, including the achievement of the Group's corporate objectives.

2. Memberships

The EXCO shall be made up of the Executive Chairman ("EC"), Group Chief Executive Officer ("GCEO"), Executive Directors/Alternate Directors ("EDs/ADs") of the Company and Key Senior Management.

Others may be invited by the EC/GCEO to attend all or part of any meeting.

The EC or during his absence, the GCEO shall preside as Chairman of the EXCO. In the event of their absence, the EXCO presents shall appoint any one of the EDs to act as Chair.

The Company Secretary or his/her assistant shall act as Secretary of the EXCO.

3. Authority

The EXCO shall report directly to the Board and have powers to direct and execute policies in accordance with the Board's direction. It shall oversee the operations of the Group and shall have powers to set operational controls in the furtherance of its objectives.

4. Duties

The EXCO shall assist the Board on the following:

(a) Deliberation of the Group's strategic and tactical plans (including capital investments, business ventures and partnerships) and to recommend such plans to the Board for approval;

(b) Ensuring that the performance and conduct of the Group's business are properly managed and are consistent with the framework and policies set by the Board, within which the Group should be reporting;

(c) Developing and ensuring an effective risk management function to manage the Group's principal risks;

(d) Ensuring the adequacy and soundness of the Group's financial system, internal control system and management information system;

(e) Ensure effective succession planning within Management;

(f) Reviewing the organisational structure of the Group and making recommendations for change;

(g) Identifying and executing new business opportunities outside the current core activities, including geographic diversification, following the Board's approval as needed;

(h) Examining all trade investments, divestments and major capital expenditure proposals and the recommendation to the Board those which, in the Group context, are material either by nature or cost;

(i) Approving all strategic or material alliances and partnership agreements, following Board's approval as needed;

(j) Optimising the allocation and adequacy of the Group's resources;

(k) Developing an investor relations and shareholder communication programme for Board's approval;

(l) Ensuring the active liaison, co-ordination and co-operation amongst business divisions;

(m) Ensuring economic, environmental, social and governance elements ('sustainability agenda'), including climate change, anti-corruption, risk management, health and safety, human rights related matters, are considered in developing the Group's strategies and business plans for the Board's approval, following which to oversee implementation of the sustainability agenda in the Groups' business;

(n) Reviewing and executing the Group's sustainability policies;

(o) Recommending Environmental, Social and Governance (ESG) KPIs and targets for review by the Remuneration Committee and approval by the Board; and

(p) The discharge of any directive made by the Board.

5. Conduct of Meetings

(a) EXCO member shall be deemed to be present in person at a meeting if he/she participates by telephone, audio or audio visual or such other electronic means and all members participating in the meeting are able to hear and/or see each other.

(b) Notice of such meeting shall be given at least seven (7) days before the meetings unless such requirement is waived by the members present at the meeting.

(c) The voting and proceedings of such meetings shall be on show of hands. The Chairman shall have a casting vote. All decision shall be subjected to the majority vote. An EXCO member shall abstain from any voting if he/she is directly involved in a particular matter under deliberation.

(d) The Secretary shall record the proceedings and resolutions of all meetings of the EXCO by way of minutes, including recording the names of those present and in attendance.

(e) The minutes of meetings shall be kept by the secretarial department and shall be available for inspection during working hours at the request of the Directors and/or members.

(f) Minutes of EXCO meetings shall be circulated promptly to all EXCO members and once agreed to all members of the Board.

6. Quorum

The quorum necessary for the transaction of business shall be five (5) members of whom at least one must be either the EC, GCEO or EDs of the Company. A duly convened meeting of the EXCO at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in, or exercisable, by the EXCO.

7. Frequency of Meetings

The EXCO shall meet at least on a quarterly basis and such additional meetings as the Chairman shall decide in order to fulfill its duties.

APPENDIX C

TERMS OF REFERENCE OF RISK MANAGEMENT COMMITTEE

1. Objectives

The Risk Management Committee ("RMC" or "the Committee") is delegated by the Board of Directors to identify and implement the appropriate systems for overseeing the Group's principal risks. The RMC in turn is assisted by the Risk Management Unit ("RMU") for identifying and managing the risks that the Group faces on a continual basis, so that the Group is able to achieve its goals.

2. Memberships

The RMC shall be appointed by the Board from amongst its members and shall comprise a majority of Independent Directors. The Chairman of the Committee shall be an Independent Director appointed by the Board. Appointment of a member of the Committee is the prerogative of the Board, after having considered the member's integrity and objectivity.

The members shall comprise no fewer than three (3) Directors.

Removal of a member of the Committee is also the prerogative of the Board.

In the event of any vacancy resulting in non-compliance with the above, the Board shall, within three (3) months of that event, fill the vacancy.

The terms of office for the RMC shall be reviewed by the Board at least once every three (3) financial years.

The Company Secretary or his/her assistant shall be the Secretary of the Committee.

3. Authority

The Committee is authorised by the Board to make recommendations on matters relating to the establishment of an effective risk management and internal control framework and submit to the Board its recommendation from time to time, for the Board's consideration and approval.

4. Functions of the Committee

(a) to determine that there is a robust process in place for identifying, evaluating, managing, reporting, and monitoring critical risks (present or potential); overseeing execution of the process; communicating the process to the Board; and ensuring it is continuously improved as the business environment changes;

(b) to create a high-level risk strategy policy aligned with the Group's strategic business objectives;

(c) to develop and implement an effective risk management system and reviewing the integrity of the Group's internal control and management information system;

(d) to perform risk oversight and review risk profiles of the Group and organisational performance;

(e) to provide guidance to the business unit's risk appetite and capacity, and other criteria, which, when exceeded, trigger an obligation to report upwards to the Board;

(f) to establish and oversee the implementation of business continuity/disaster recovery plan;

(g) to report to the Board any significant risk issue evaluated by the RMU and/or major changes proposed by the RMU;

(h) to provide timely input to Management or the Business Unit on critical risk issues;

(i) to engage with Management or Business Unit in an ongoing risk appetite dialogue;

(j) to oversee the conduct and review the results of the Group-wide risk assessment, including identification and reporting of critical risks to the Board;

(k) to provide advice to the Board on risk strategies and coordinate the activities of the Board Committees for risk oversight;

(l) to promote a healthy risk culture and watch for dysfunctional behaviour that could undermine the effectiveness of the risk management process;

(m) to recommend, the engagement of external professional advisors or experts to advise on risk management matters to the Board for approval, if necessary;

(n) to ensure a process is in place to identify, assess, manage, report, and monitor bribery risks of the Group (i.e. the Group's Framework);

(o) to oversee the execution of the Group's Anti-Bribery and Anti-Corruption Framework, including:

- reviewing RMU's assessment of key bribery risks of the Group;
- reviewing the implementation and performance of the management and controls addressing the Group's key bribery risks, e.g.;
  - receiving Group Finance's summary on payments made by the Group (focusing on high-risk transactions such as donations and sponsorships); and
  - receiving RMU's summary of review of stakeholders; and
- receiving reports on non-compliance or attempts or actual cases of bribery incidents.

(p) to communicate the Group's performance of bribery risk management to the Board and to highlight areas requiring attention;

(q) to ensure continuous improvement to the Framework, i.e. review the Framework and its policies and procedures periodically and at least once in three (3) years;

(r) to review a summary of whistleblowing cases (apart from those required to be handled independently from Management);

(s) to review the Crisis Management Framework and Plan at least once a year; and

(t) to provide overall direction and integration of the Crisis Management programme into QL's overall business operations.

The RMC is also assisted by the Group's Risk Officer who acts as the coordinator.

The RMC is primarily responsible for reviewing the risk management process.

5. Procedure of the Committee

The Chairman of RMC, or the Secretary of the Committee on the requisition of any member, shall at any time summon a meeting of the members by giving at least seven (7) days' notice unless such requirement is waived by the members present at the meeting.

The Chairman of RMC shall chair the meeting and in his/her absence, the members present shall elect one (1) of the members to chair the meeting.

The voting and proceedings of such meeting shall be on show of hands. The Chairman shall have a casting vote.

In appropriate circumstances, the RMC may deal with matters by way of circular reports and resolutions in lieu of convening a RMC meeting. Any such resolutions may consist of several documents in the like form, each signed by one or more members. The expression "signed" include approval by legible confirmed transmission or other forms of electronic communications.

All recommendations and findings of the Committee shall be submitted to the Board for approval and/or notation (as the case may be).

Meetings may be held in-person or virtually.

Minutes of meeting shall be maintained by the secretarial department and be available for inspection during working hours at the request of the members.

6. Quorum

Four (4) members present shall be the quorum of the meeting.

7. Frequency of Meetings

The RMC has been established at the Group level which shall meet at least four (4) times in a financial year and such additional meetings as the Chairman shall decide in order to fulfill its duties.

8. Terms of Reference Review

The terms of reference shall be reviewed by the RMC periodically and at least once in every three (3) years.

These terms of reference were reviewed by the RMC and approved by the Board on 28 May 2026.

APPENDIX D

TERMS OF REFERENCE OF RISK MANAGEMENT UNIT

1. Objectives

The Risk Management Unit ("RMU") is tasked by the Risk Management Committee to identify and manage the risks that the Group faces on a continual basis, so that the Group is able to achieve its goals.

The RMU is responsible for executing the Group's risk management policy parameters. The approach aligns strategy, processes and people with the purpose of evaluating and managing potential losses.

2. Memberships

All EXCO members shall be members of RMU. The RMU is headed by the Executive Chairman/Group Chief Executive Officer and supported by the Executive Directors.

EXCO may appoint additional members to the RMU based on their experience, objectivity and knowledge and expertise.

Removal of a member of the RMU is also the prerogative of EXCO.

3. Principal roles and responsibilities of the RMU

- to communicate Board's vision, strategy, policy, responsibilities, and reporting lines to all employees across the Group;
- to identify and communicate to the RMC the critical risks (present or potential) the Group faces, their changes, and Management's action plans to manage the risks;
- to perform risk oversight and review risk profiles of the Group and organisational performance;
- to provide guidance to the business units on the Group's and business unit's risk appetite and capacity, and other criteria, which, when exceeded, trigger an obligation to report upward to the RMC;
- to report to the RMC any significant risk issues evaluated by the RMU and/or major changes proposed by RMU;
- to recommend, the engagement of external professional advisors or experts to advise RMC on risk management matters, if necessary;
- responsible for the execution of the Group's Anti-Bribery Framework ('Framework'), as follows:
  - ensuring bribery risk is considered and reviewed annually in the Group's Enterprise Risk Management;
  - ensuring comprehensive review of bribery risk assessment is conducted at least once every three (3) years;
  - highlighting any significant bribery risks to the RMC;

  - ensuring the implementation of the Group's anti-bribery controls and reporting the same to the RMC; and
  - overseeing adequate and effective communication to, and training of, internal and external stakeholders in relation to the Framework and its policies and procedures;
- to lead and to ensure the Group's compliance, and to provide advice and guidance relating to the Group's compliance, with the Framework and its policies and procedures; and
- to report non-compliance and significant breaches of the Framework and its policies and procedures to the RMC.

The RMU is assisted by risk management personnel or alternatively, the RMU may engage the service of the Internal Auditors to facilitate risk assessment process and prepare risk reports.

4. Procedures on meetings

Members of the RMU may call for a meeting which they deem necessary.

Notice of such meeting shall be given at least seven (7) days before the meeting unless such requirement is waived by the members present at the meeting.

The voting and proceedings of such meeting shall be on show of hands. The Chairman shall have a casting vote.

Minutes of meetings shall be maintained by the secretarial department and be available for inspection during working hours at the request of the members.

5. Quorum

Two (2) members present shall be the quorum of the meeting.

6. Frequency of Meetings

The RMU has been established at the Group level which shall meet at least four (4) times in a financial year and such additional meetings as the Chairman shall decide in order to fulfill its duties.

APPENDIX E

TERMS OF REFERENCE OF AUDIT COMMITTEE

The Audit Committee ("AC" or "the Committee") is governed by the following terms of reference:

1. Memberships

The Committee shall be appointed by the Board from amongst its members and shall consist of not less than three (3) members, all of whom are Independent Directors. At least one member of the AC:

(i) must be a member of the Malaysian Institute of Accountants ("MIA"); or
(ii) if he/she is not a member of the MIA, he/she must have at least 3 years' working experience and
   - (a) he/she must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or
   - (b) he/she must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or
(iii) fulfils such other requirements as prescribed or approved by Bursa.

Alternate Director shall not be appointed as a member of the AC.

In the event of a vacancy in the AC resulting in non-compliance with the above, the Board shall, within three (3) months of that event, fill the vacancy. In assessing candidate to fill the vacancy, the Committee shall not appoint a former partner of the external audit firm or its affiliates as a member of the AC, unless the candidate has observed a cooling-off period of at least three (3) years from the date of the candidate's retirement or resignation from the external audit firm or its affiliates.

The members of the Committee shall elect a Chairman from among its members who shall be an Independent Director. The Chairman of the Board shall not be the Chairperson of the Committee.

The terms of office and performance of the AC and each of its members shall be reviewed by the Board at least once in a financial year.

2. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It shall have resources which are required to perform its duties. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. It shall have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee shall report to the Board the outcome of its deliberation, including any recommendations thereof, for the Board's decision.

The AC has the authority to investigate any matter within its terms of reference, at the cost of the Company in respect of the following:

(a) the resources which are required to perform its duties;

(b) full and unrestricted access to any information pertaining to the Company and its subsidiaries;

(c) direct communication channels with the External Auditors and the Internal Auditors;

(d) ability to obtain independent professional or other advice in connection with the discharge of his duties and responsibilities set out under Section 3 below; and

(e) ability to convene meetings with the External Auditors, the Internal Auditors or both, excluding the attendance of other Directors and employees of the Company or its subsidiaries.

The Internal Auditor shall report directly to the Committee and shall have direct access to the Chairman of the Committee on all matters pertaining to the work of internal audit. All proposals by Management regarding the appointment, transfer and removal of the Internal Auditor shall require the prior approval of the Committee. Any inappropriate restrictions on audit scope are to be reported to the Committee.

3. Functions of the Committee

(1) To review the quarterly and annual financial statements of the Company and the Group, as the case may be, before the Board's approval, focusing particularly on:

(a) any changes in or implementation of major accounting policy changes;

(b) significant matters highlighted, including financial reporting issues, significant judgments made by Management, significant and unusual events or transaction and how these matters are addressed; and

(c) compliance with accounting standards and other legal requirements.

(2) To review any related party transaction and conflict of interest situation that arose, persist or may arise within the Company or the Group, including any transaction, procedure or course of conduct that raises questions of Management integrity, and the measures taken to resolve, eliminate, or mitigate such conflicts.

(3) To ensure that the system of internal control is soundly conceived and in place, effectively administered and regularly monitored.

(4) To cause reviews to be made of the extent of compliance with established internal policies, standards, plans and procedures.

(5) To obtain assurance from Management that proper plans for control have been developed prior to the commencement of major areas of change within the Group.

(6) To be satisfied that the strategies, plans, resources and organisational hierarchy for internal auditing are communicated across the Group.

Specifically:

(a) to review the Internal Audit plans, processes and to be satisfied with their consistency with the results of the risk assessment made, the adequacy of coverage and the audit methodologies employed;

(b) to be satisfied that the Internal Audit scope within the Group has the proper resources and authority to enable the Internal Auditor to complete the Internal Audit mandates and approved audit plans;

(c) to review status reports from the Internal Audit function and ensure that appropriate action is taken on the recommendations of the Internal Audit function. To recommend any broader reviews deemed necessary as a consequence of the issues or concerns identified;

(d) to review the effectiveness of the Internal Auditor and to approve the appointment, termination or replacement of the incumbent and the appointment of any other Internal Auditor;

(e) to ensure the Internal Audit function has full, free and unrestricted access to all activities, records, property and personnel necessary to perform its duties; and

(f) to request and review any special audit which it deems necessary.

(7) To review with the External Auditors the nature and scope of their audit plan, their evaluation of the system of internal controls and report.

(8) To evaluate the suitability, objectivity and independence of the External Auditors and recommend their nomination, appointment or re-appointment, to review matters concerning the resignation, including letter of resignation, or dismissal of the External Auditors prior to recommendation to the Board.

(9) The audit partner responsible for the Company and Group's external audit is subject to rotation of every seven (7) years and to observe a cooling-off period of five (5) years before being reappointed, which is in line with the current By-Laws of the Malaysian Institute of Accountants.

The Audit Committee will initiate a rotation exercise (if it deems necessary and applicable), by conducting tender for a new audit firm every seven (7) years, to preserve audit's quality and independence.

(10) To review and evaluate factors related to the independence of the External Auditors, including obtaining written assurance from the External Auditors confirming that they are, and have been, independent throughout the conduct of the audit engagement in accordance with relevant professional and regulatory requirements.

(11) To review and approve the scope of engagement of External Auditors and its affiliates in providing non-audit services within the Group, considering both the types of services rendered and the fees, such that their independence and objectivity as External Auditors are not compromised.

(12) To review the appropriateness of audit fees to ensure quality of audit.

(13) To review with the External Auditors their audit reports on the Company's and Group's annual financial statements and other findings arising from the audit, particularly any comments and recommendations for improvements in internal controls or financial reporting process as well as the assistance given by employees of the Group.

(14) To recommend to the Board steps to improve the system of risk management and internal control noted from the findings of the Internal and External Auditors and from consultations of the Audit Committee itself.

(15) To ensure the assistance given by the employees of the Group to the External and Internal Auditors.

(16) To review the Annual Transparency Report of the External Auditors focusing on their governance and leadership structure, including and the measures taken by the External Auditors to uphold quality and manage risks.

(17) To prepare the annual Audit Committee Report to the Board, which includes the following for inclusion in the Company's annual report:

(a) composition of the AC, number of meetings held and details of attendance of each AC member, a summary of its work carried out for the financial year;
(b) a summary of the work of the Internal Audit function; and
(c) a summary of any conflict of interest or potential conflict of interest situation reviewed by the AC pursuant to item 3(2) above (excluding a related party transaction), and the measures taken to resolve, eliminate, or mitigate such conflicts.

(18) To review the Board's Statement on Risk Management and Internal Control for inclusion in the annual report.

(19) To oversee the process of obtaining assurance, via internal auditing activities, on the design adequacy and operating effectiveness of the Group's risk management and internal control system pertaining to anti-bribery and anti-corruption.

(20) To ensure Internal Audit scope includes the review of the Group's Anti-Bribery and Anti-Corruption Framework.

(21) To oversee the handling of whistleblowing reports which are required to be overseen independently from Management.

(22) To oversee the Internal Audit scope and ensure it includes the review of Crisis Management Framework.

4. Attendance at Meetings

The Committee has the right to invite any Director or employee to attend the Committee meetings to provide additional information on matters that may require specific input from the Director or employee. The Committee shall meet with the External Auditors, excluding the attendance of other Directors and employees of the Company or its subsidiaries at least twice in a financial year.

The Company Secretary shall be the secretary of the Committee.

5. Procedures of the Committee

(a) The Chairman of AC, or the Secretary of the Committee on the requisition of any member, shall at any time summon a meeting of the members by giving at least seven (7) days' notice unless such requirement is waived by the members present at the meeting.

(b) The Chairman of AC shall chair the meeting and in his/her absence, the members present shall elect one (1) of the members to chair the meeting.

(c) The voting and proceedings of such meetings shall be on show of hands. The Chairman shall have a casting vote.

(d) In appropriate circumstances, the AC may deal with matters by way of circular reports and resolutions in lieu of convening a AC meeting. Any such resolutions may consist of several documents in the like form, each signed by one or more members. The expression "signed" include approval by legible confirmed transmission or other forms of electronic communications.

(e) All recommendations and findings of the Committee shall be submitted to the Board for approval and/or notation (as the case may be).

(f) Meetings may be held in-person or virtually.

(g) The minutes of meetings shall be kept by the secretarial department and shall be available for inspection during working hours at the request of the Directors and members.

(h) The Committee shall cause minutes of meetings to be duly recorded for the following purposes:

i. of all appointments of members;
ii. of the names of members and invitees, such as other Directors, and employees present at all meetings of the Committee;
iii. of all actions, resolutions and proceedings at all Committee meetings. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting in which case the minutes shall be confirmed as correct by a member or members present at the succeeding meeting who was or were also present at the meeting in question. Such minutes shall be conclusive evidence without further proof of the facts thereon stated; and
iv. of all other orders made by members of the Committee.

6. Quorum

A majority of members present must be Independent Directors and shall form the quorum of the Committee.

7. Frequency of Meetings

Meetings shall be held at least every quarter in a financial year and such additional meetings as the Chairman shall decide in order to fulfill its duties.

8. Terms of Reference Review

The terms of reference shall be reviewed by the AC periodically and at least once in every three (3) years.

These terms of reference were reviewed by the AC and approved by the Board on 28 May 2026.

APPENDIX F

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Objectives

The Nominating Committee ("NC" or "the Committee") is delegated by the Board to identify and recommend to the latter suitable candidates for directorship, covering the appointment, re-appointment and re-election of Directors. The Committee is also tasked to assess the effectiveness of the Board, as a whole, Board Committees, and individual Directors, including recommendations for the Board's consideration measures to enhance the effectiveness of the Board, Board Committees and individual Directors.

2. Memberships

The NC shall be appointed by the Board from amongst its members and shall comprise no fewer than three (3) members, composed exclusively of Non-Executive Directors, a majority of whom are Independent. The Committee shall be chaired by an Independent Director. Appointment to the Committee is the prerogative of the Board, after having considered the Director's integrity and objectivity.

The members shall comprise no fewer than three (3) Directors.

Removal of a member of the Committee is also the prerogative of the Board.

In the event of any vacancy resulting in non-compliance with the above, the Board shall, within three (3) months of that event, fill the vacancy.

The Chairman of NC shall be appointed by the Board. The Chairman of the Board shall not be the Chairperson of NC.

The terms of office for the NC shall be reviewed by the Board at least once every three (3) financial years.

The Company Secretary shall be the Secretary of the Committee.

3. Authority

The Committee is authorised by the Board to propose new nominees for the Board and to assess the Directors on an on-going basis. The actual decision as to who is appointed shall be the responsibility of the full Board after considering the recommendations of the Committee.

The Committee is also tasked to propose for the Board's consideration the identification of a Senior Independent Director from among the Board members to whom the concerns of other Directors, shareholders or other stakeholders may be conveyed.

4. Functions of the Committee

(a) To establish a formal and transparent procedure for the appointment of new Directors to the Boards of the Company and its subsidiaries, and for the assessment of Directors and Senior Management of the Company and its subsidiaries at least on an annual basis. To overcome practical challenges as the NC may not be familiar with Directors or Senior Management of subsidiaries who are not Directors of the Company, the NC has the right to delegate to the director of the subsidiaries to conduct the assessment based on the assessment process adopted by the Group. The outcome is then presented by the GCEO to the NC, including the GCEO's recommendations.

(b) To identify and recommend to the Boards of the Company and its subsidiaries (based on GCEO's recommendations as stated under item 4(a) above, candidates for all directorships to be filled by the shareholders or the Board, based on their skills, knowledge, competence, experience, professionalism, integrity and available time commitment, being criteria which are aligned with the Group's Fit and Proper Policy for Directors. Information provided should also include details of any interest or potential conflict of interest (including interest in any competing business), position or relationship that the Director concerned may have that might influence, or reasonably be perceived to influence, in a material respect, the capacity of the Director to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole. In the case of Independent Directors, the Committee shall evaluate the candidate's ability to discharge such responsibilities as expected from an Independent Director.

(c) Consider, in making its recommendations, candidates for directorships proposed by any Director and independent sources, through the Board Chairman.

(d) To develop an effective development and succession plan for Directors and key Management personnel of the Group lead by the Chairman and recommend to the Board, potential Directors to fill the seats on Board Committees.

(e) To annually review the Board's required mix of skills and experience and other qualities, including core competencies which are expected from Non-Executive Directors.

(f) Recommend a continuous education programme for Board members to enhance their effectiveness.

(g) To assess annually the effectiveness of the Board, as a whole, the Board Committees in light of the Company's needs, the operating environment and the contribution of each individual Director, including the character, experience, competency, integrity and time commitment from the Directors.

(h) Recommend job descriptions for all Executive Directors and the Board Chairman, and ensure that there is a clearly accepted division of responsibilities, a balance of power and authority and that no one individual has unfettered powers of decision.

(i) To review the composition and tenure of each Director, and to evaluate the need to bring new skills and perspective to the Board.

5. Procedures of the Committee

The Chairman of NC, or the Secretary of the Committee on the requisition of any member, shall at any time summon a meeting of the members by giving at least seven (7) days' notice unless such requirement is waived by the members present at the meeting.

The Chairman of NC shall chair the meeting and in his/her absence, the members present shall elect one (1) of the members to chair the meeting.

The voting and proceedings of such meeting shall be on a show of hands. The Chairman shall have a casting vote.

In appropriate circumstances, the NC may deal with matters by way of circular reports and resolutions in lieu of convening a NC meeting. Any such resolutions may consist of several documents in the like form, each signed by one or more members. The expression "signed" include approval by legible confirmed transmission or other forms of electronic communications.

All recommendations and findings of the Committee shall be submitted to the Board for approval and/or notation (as the case may be).

Meetings may be held in-person or virtually.

Minutes of Committee meetings shall be maintained by the secretarial department and be available for inspection during working hours at the request of the members.

6. Quorum

Two (2) members shall be the quorum of the meeting.

7. Frequency of Meetings

The NC shall meet at least two (2) times in a financial year and such additional meetings as the Chairman shall decide in order to fulfill its duties.

8. Terms of Reference Review

The terms of reference shall be reviewed by the NC periodically and at least once in every three (3) years.

These terms of reference were reviewed by the NC and approved by the Board on 28 May 2026.

APPENDIX G

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Objectives

The Remuneration Committee's ("RC" or "the Committee") primary responsibility is to review and recommend a remuneration framework, encompassing the policies and procedures on the remuneration of Directors and Senior Management ("SMs") of the Company, as well as their terms of employment, for the Board's approval.

The remuneration framework shall:

(a) Support the Company's strategies and long term vision; and

(b) Provide the motivational incentives to Executive Directors ("EDs") and Senior Managements ("SMs"), taking into consideration factors such as prevailing recommended practices, stakeholders' views and the market at large, including the performance of the individual and the Group.

In making decisions and recommendations, reference should be made to the Remuneration Policy for Directors and SMs. The Committee shall have due regard to the interest of shareholders of the Company and shall ensure the continued financial and commercial health of the Company and its subsidiaries ("QL Group"). Decisions and recommendations shall support and drive business strategy and long-term objectives of QL Group in line with the recommendations of the Malaysian Code on Corporate Governance.

2. Memberships

Members of the Committee shall be appointed by the Board from amongst its members, after having considered the members' integrity and objectivity, and shall consist of wholly Non-Executive Directors, the majority of whom are Independent Directors.

The members shall comprise no fewer than three (3) Directors.

Removal of a member of the Committee is also the prerogative of the Board.

In the event of any vacancy resulting in non-compliance with the above, the Board shall, within three (3) months of that event, fill the vacancy.

The Chairman of RC shall be appointed by the Board. The Chairman of the Board shall not be the Chairperson of the Committee.

The terms of office for the RC shall be reviewed by the Board at least once every three (3) financial years.

The Company Secretary shall be the Secretary of the Committee.

3. Authority

The Committee is authorised by the Board to:

(a) undertake the specific functions of the Committee as stated in Clause 4.

(b) obtain external legal or other independent professional advice, as it considers necessary.

4. Functions of the Committee

(a) Formulate, periodically review and recommend to the Board the remuneration policy and framework applicable to Directors and Senior Management, taking into consideration the Group's objectives, strategy and prevailing market practices.

(b) Review and recommend to the Board the fees and benefits payable to the Non-Executive Directors of the Company and, where appropriate, other companies within the Group.

(c) Review the remuneration framework, structure and practices for Directors and Senior Management, taking into consideration the complexity and performance of the Group, as well as the skills, experience and responsibilities required, to ensure remuneration remains equitable, competitive and aligned with prevailing market practices, the Group's culture, objectives and strategy.

(d) Review and oversee the adequacy, accuracy and appropriateness of qualitative and quantitative remuneration-related disclosures in the Integrated Annual Report and notices of general meetings, in accordance with applicable regulatory requirements.

(e) Periodically review the Committee's terms of reference to ensure that they remain appropriate, relevant and aligned with applicable regulatory requirements and evolving governance practices, and recommend any necessary amendments to the Board for approval.

(f) Undertake such other functions, duties and responsibilities as may be delegated or assigned by the Board from time to time.

5. Procedures of the Committee

The Chairman of RC, or the Secretary of the Committee on the requisition of any member, shall at any time summon a meeting of the members by giving at least seven (7) days' notice unless such requirement is waived by the members present at the meeting.

The Chairman of RC shall chair the meeting and in his/her absence, the members present shall elect one (1) of the members to chair the meeting.

The voting and proceedings of such meeting shall be on a show of hands. The Chairman shall have a casting vote.

In appropriate circumstances, the RC may deal with matters by way of circular reports and resolutions in lieu of convening a RC meeting. Any such resolutions may consist of several documents in the like form, each signed by one or more members. The expression "signed" include approval by legible confirmed transmission or other forms of electronic communications.

All recommendations and findings of the Committee shall be submitted to the Board for approval and/or notation (as the case may be).

Meetings may be held in-person or virtually.

Minutes shall be maintained by the Secretarial Department and be available for inspection during working hours at the request of the members.

6. Quorum

Two (2) members present shall be the quorum of the meeting.

7. Frequency of Meetings

The RC shall meet at least two (2) times in a financial year and such additional meetings as the Chairman shall decide in order to fulfill its duties.

8. Terms of Reference Review

The terms of reference shall be reviewed by the RC periodically and at least once in every three (3) years.

These terms of reference were reviewed by the RC and approved by the Board on 28 May 2026.

APPENDIX H

PROCEDURES ON ACCESS TO INFORMATION

A. INFORMATION SEEKING PROTOCOL

Directors shall adhere to the following protocol when seeking information:

- Approach the GCEO or Company Secretary to request for the required data;
- If the data is not forthcoming, approach the Chairman; and
- If the information is still not forthcoming, write a letter to all Board members and the GCEO detailing the information that is required, the purpose of the information, and who the Director intends to approach in order to obtain the information.

B. INSPECTION OF MINUTES AND OTHER DOCUMENTATION

- Requisition to inspect minutes of meeting or other documents/records must be made in a written form and submitted to the Company Secretary at least three (3) working days from the proposed date of inspection.
- Each requisition must clearly state the type of documents, date of publication and purpose of inspection.
- Inspection must be done within the office premise and no extraction of documents in their physical form is allowed out of office premise.
- Photocopying of the minutes of meetings is allowed upon request.
- The Company Secretary or his/her assistant shall notify the Director once the said documents or records are ready for inspection.
- Any changes to the proposed date of inspection must be notified within twenty-four (24) hours prior to the date of inspection.

C. ACCESS TO PROFESSIONAL ADVICE

- A Director of the Company is expected to make business judgment on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, expert opinion on matters before them.
- Prior to seeking professional advice, a Director shall inform the Board Chairman about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice and obtain the approval of the Board Chairman.
- If the Board Chairman is seeking the advice, he will need to seek the approval of the Board. Where more than one (1) Director is seeking advice about a single issue, the Board Chairman shall endeavour to coordinate the provision of the advice.

D. OFFICE ADDRESS AND OPERATING HOURS

QL Resources Berhad
No. 16A, Jalan Astaka U8/83, Bukit Jelutong
40150 Shah Alam, Selangor Darul Ehsan
General Line: 03-7801 2288

Office hours : 8.30 a.m. to 5.30 p.m. (Monday to Friday)

Lunch hours : 12.30 p.m. to 1.30 p.m.