



TRIVE PROPERTY GROUP BERHAD
Registration No. 200401029337 (667845-M)

BOARD CHARTER

ROLES AND RESPONSIBILITIES

Role Of The Board

- 1) The responsibilities and limitations of the Board are primarily set out in the Company's Constitution, the Companies Act, 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Capital Market & Services Act 2007 and the directors and/or shareholders' resolutions (if any).
- 2) The Board is the ultimate decision-making body of the Group, save for matters requiring shareholders' approval.
- 3) The Board appoints Board Committees to facilitate the discharge of its responsibilities.
- 4) The Board ensures the adequacy and effectiveness of the Group's risk management and systems of internal control.
- 5) The Board outsourced its internal audit function and the Internal Auditors reports directly to the Audit Committee.

Role Of Individual Directors

- 1) Individual director is expected to comply with his statutory duties and equitable obligations when discharging his responsibilities as a director of the Company.
- 2) Individual director is expected to act in good faith and in the best interest of the Company.

Role Of Chairman

- 1) The Chairman of the Board has no executive function and shall be an independent non-executive member of the Board.
- 2) The Chairman assumes the leadership role and promotes the culture of openness and instilling good corporate governance of the Board.
- 3) The Chairman ensures orderly conducts of the proceedings of the Board and general meetings.

- 4) The Chairman manages the interface between the Board and senior management and ensures effective communications with the shareholders and stakeholders.

Role Of Executive Directors

- 1) The Executive Directors are responsible for overseeing the day-to-day operations of the Group.
- 2) The Executive Directors set and implement policies and strategies for the Group's operations and ensure the business operations are carried out in compliance with the relevant laws and regulations.
- 3) The Executive Directors are responsible for overall management competencies and succession planning of key management.

Role Of Independent Directors

- 1) The Independent Directors are to make independent assessment of the information, reports or statements, having regard to their knowledge and experience, and to provide their independent view and objective judgement in the decision of the Board.
- 2) The Independent Directors act as the point of contact for shareholders and other stakeholders, and to provide the relevant checks and balances in ensuring corporate governance are applied.

Role Of Board Committees

- 1) The Board may carry out its responsibilities and functions directly, or through Board Committees by way of delegation as they think fit and may from time to time revoke such delegation.
- 2) Each Board Committee is governed by its terms of reference and responsibilities duly approved by the Board.
- 3) The Board Committees report to the Board on their deliberations, findings and recommendations.

Schedule of Matters Reserved for the Board

- 1) The Board has adopted a schedule of matters specifically reserved for its approval which include, amongst others, reviewing and approving the following:
 - Alteration of Constitution
 - Appointment of directors and Board Committees
 - Business Plans and Budgets
 - Changes in management and control structure
 - Dividend declaration and payments
 - Financial Statements
 - Fund raising and issuance of securities
 - Limits of Authority
 - Loans, borrowings and provision of guarantees
 - Major acquisitions and disposals of assets

- New business ventures, investments and divestments
 - Remuneration of directors and senior management
 - Related party transactions
 - Terms of Reference of Board Committees and Policies
 - Winding up and dissolution
 - Other transactions requiring Board and shareholders' approval
- 2) The Schedule of Matters is subject to review by the Board from time to time.

Limits of Authority (LOA)

- 1) The Board has adopted a LOA which sets out clear authority limits to ensure requisite control, check and balance are in place.
- 2) The LOA is subject to review by the Board from time to time.

Code of Business Conducts

- 1) The Board has adopted a Code of Business Conducts which sets out the business practices, standards and ethical conducts expected from the directors, management and the employees in the course of their employment with the Group.
- 2) The Code of Business Conducts is subject to review by the Board annually.

Whistle Blowing Policy

- 1) The Board has adopted a Whistle-Blowing Policy which sets out a formal communication channel for the employees and stakeholders to communicate matters of concern in good faith and without fear of reprisal.
- 2) The Whistle-Blowing Policy is subject to review by the Board annually.

Corporate Disclosure Policy

- 1) The Board has adopted a Corporate Disclosure Policy to ensure accurate and timely disclosures to the regulatory authorities, shareholders and stakeholders of the Company.
- 2) The Corporate Disclosure Policy is subject to review by the Board annually.

BOARD COMPOSITION

Size And Composition

- 1) The size of the Board is dictated by the Company's Constitution, which permits a maximum of 15 directors to be appointed to the Board.
- 2) At any one time, at least 2 directors or 1/3 of the Board members must be independent directors.

Nomination And Appointment

- 1) The Board appoints new director upon recommendation from the Nominating Committee.

- 2) New director is expected to have the necessary credentials to make positive contributions to the Board and to give sufficient commitment and time in discharging his duties as a director of the Company.
- 3) The directorships held by any director at any one time must not exceed 5 directorships in public companies listed in Malaysia.
- 4) The Company Secretary is responsible to ensure relevant procedures relating to the appointment of new director is properly executed.

Period Of Office

- 1) There is no fixed term of appointment but all directors are subject to retirement by rotation at least once every 3 years but shall be eligible for re-election.
- 2) At the first Annual General Meeting of the Company, all directors shall retire from office but shall be eligible for re-election.
- 3) At subsequent Annual General Meetings of the Company, 1/3 of the directors for the time being or, if the number is not 3 or multiple of 3, then the number nearest to 1/3 shall retire from office but shall be eligible for re-election.
- 4) Newly appointed directors shall hold office until the next Annual General Meeting of the Company at which they will retire from office, but shall be eligible for re-election.

Tenure Of Independent Director

- 1) The tenure of independent directors shall not exceed a cumulative term of 9 years.
- 2) Upon completion of the 9 years, the independent director may continue to serve the Board but subject to the said director be re-designated to non-independent director.
- 3) In the event, the director is to remain designated as independent director, the Nominating Committee must first assess and recommend to the Board its justifications, and the Board shall review and supports the said justifications and to obtain shareholders' approval.

Boardroom Diversity

- 1) The Board aims to have the presence of diversity and gender mix in its composition.
- 2) The Board is to take into consideration the diversity gaps in its future selection process.

Succession Planning

- 1) The Executive Directors are responsible for succession planning of key management across the Group.
- 2) The Board is responsible for selecting its own members upon recommendations of the Nominating Committee.

BOARD PERFORMANCE

Directors' Evaluation

- 1) The Nominating Committee reviews the effectiveness of the Board as a whole, the Board Committees, the performance of individual directors and independence of independent directors of the Company.
- 2) The annual assessment is carried out by way of evaluation survey questionnaires. The directors' responses are collated and submitted to the Nominating Committee for deliberations.
- 3) The Nominating Committee shall assess and make its recommendation to the Board.

Directors' Training

- 1) Any director appointed to the Board is required to complete the Mandatory Accreditation Programme (MAP) within the timeframes as set out in the table below :-

No.	Director	Timeframe to Complete MAP
(a)	A Director who is appointed for the first time as a director of a listed issuer	The Director must complete the :- • MAP Part I within 4 months from the date of appointment; and • MAP Part II within 18 months from the date of appointment.
(b)	A Director of an applicant	The Director must complete the :- • MAP Part I prior to the date of admission of the applicant; and • MAP Part II within 18 months from the date of admission.

MAP Part I - existing training for directors in relation to corporate governance and a director's roles, duties and liabilities.

MAP Part II - focus substantively on sustainability.

- 2) Individual director is responsible to determine his training needs to enhance his skills or knowledge.
- 3) Individual director is encouraged to attend structured training programmes conducted by professional firms or regulatory authorities to keep abreast with developments in the market place as well as relevant changes in the business environment, laws and regulations.

REMUNERATION POLICIES

Directors' Remuneration

- 1) The Board aims to set a remuneration package which is generally competitive to attract, retain and motivate caliber directors after taking into considerations all relevant factors including the functions, work load, performance of the Group and responsibilities involved.
- 2) The Remuneration Committee shall review and make its recommendation to the Board.

- 3) The Board as a whole, determines the remuneration of the Executive Directors following the recommendations from the Remuneration Committee.
- 4) The fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of turnover.
- 5) Any fees paid to an Alternate Director shall be agreed upon between himself and the Director nominating him and shall be paid out of the remuneration of the latter.
- 6) Individual director shall abstain from deliberation on his own remuneration.

MEETINGS

Board Meetings

- 1) The Board meets at least 4 times in a financial year with additional meetings convened as and when required. The quorum of Board meeting shall be 2 directors.
- 2) All directors must attend at least 50% of the total Board meetings held in the financial year.
- 3) All directors are encouraged to physically attend the Board meetings. However, the directors may also participate in a meeting vide telephone conferencing or any other communications by electronic means.
- 4) If the Chairman of the Board is not present within 15 minutes after the time appointed for holding the meeting, the directors present may choose one of their numbers to act as chairman of the meeting.
- 5) In case of equality of votes, the chairman of the meeting shall have a casting or second vote. The chairman of the meeting shall not have a casting or second vote where at the meeting only 2 directors formed the quorum or where only 2 directors are competent to vote on the question at issue.
- 6) The Company Secretary circulates to all directors the agendas of Board meeting at least 7 days before the scheduled meeting to enable the directors to read and participate actively in the meeting.
- 7) The Board also resolves and approves certain matters via circular resolutions to be signed by a majority of directors present in Malaysia.
- 8) Board minutes and Circular Resolutions are kept by the Company Secretary and are available for inspection by any director during office hours.

General Meetings

- 1) The Board regards general meeting whether Annual or Extraordinary as an important event of which all directors and key management should attend.
- 2) The Chairman of the Board shall preside as chairman at every general meeting. If the Chairman is not present within 15 minutes after the time appointed for holding the general meeting, the directors present may choose one of their numbers to act as chairman of the meeting.

- 3) The quorum of general meeting shall be 2 shareholders present in person or by proxy. In case of equality of votes, the chairman of the meeting shall have a casting or second vote.
- 4) Minutes of general meetings are kept by the Company Secretary and are available for inspection by shareholders at the registered office during office hours.

ACCESS TO INFORMATION

- 1) All directors have full and unrestricted access to all information of the Group necessary in discharging of their duties.
- 2) All directors also have access to the advice and services of the Company Secretary in carrying out their duties.
- 3) The directors may seek independent professional advice, if deemed necessary in discharging their duties at the Company's expense. However, the directors concern must seek the approval of the Board before incurring such expenses.

COMPANY SECRETARY

- 1) The Board appoints the Company Secretary who plays an important role as the central source of guidance to the Board.
- 2) The Company Secretary provides guidance on issues relating to compliance with statutory and regulatory requirements affecting the Group.
- 3) The Company Secretary is responsible in recording the proceedings of the Board and Board Committees including proper maintenance of secretarial records.

CONFLICTS OF INTEREST

- 1) The directors are required to declare to the Board in the event that they have interests in contracts or proposals being considered by the Board, including where such interest arises through persons connected to them, in line with the statutory requirements of disclosures of directors' interest.
- 2) The directors are required to disclose to the Board any potential conflicts of interest as soon as they become aware of the issue.
- 3) The directors are required to disclose to the Board or the Company Secretary of their new appointments to other public companies as soon as practicable.
- 4) Any interested directors shall abstain from deliberations or decisions on matters in which they have direct and/or indirect interests.

SHARES/SECURITIES DEALINGS

- 1) The directors, principal officers and persons to who have access or are privy to price-sensitive information of the Group ("Affected Person") must strictly observe the provisions of the Listing Requirements of bursa Securities as to dealings in securities of the Company during Closed Period and Outside Closed Period.

- 2) Closed period means a period commencing from 30 calendar days before the targetted date of announcement to Bursa Securities of the quarterly results, up to the date of announcement of the quarterly results.
- 3) An Affected Person must not deal in the securities of the Company if he is in possession of price-sensitive information relating to such securities.
- 4) An Affected Person who is not in possession of price-sensitive information relating to securities of the Company may engage in dealings in securities during a Closed Period provided that he complies with procedures relating to dealings during Closed Period.
- 5) The procedures in relation to dealings in securities of the Company during Closed Period are as follows –
 - i) The Affected Person must give notice on his intention to deal in the securities and inform his current shareholdings to the Company;
 - ii) Upon receipt of such notice, the Company must immediately announce to Bursa Securities;
 - iii) The proposed dealing can only be effected 1 full market day after the announcement;
 - iv) The Affected Person must give notice of his dealings in writing to the Company Secretary within 1 full market day after the dealing; and
 - v) Upon receipt of such notice, the Company must immediately announce to Bursa Securities.
- 6) Any directors or principal officers who dealt in the securities of the Company outside Closed Period must inform the Company Secretary within 3 market days after the dealing has occurred.

SHAREHOLDERS COMMUNICATIONS

- 1) The Board acknowledges the compliance of the Listing Requirements of Bursa Securities in relation to disclosure of information and recognizes the importance of disseminating information in a fair and equitable manner.
- 2) The Executive Directors are assigned with the responsibility in ensuring the accuracy of the contents released to the regulatory authorities and/or the public.
- 3) Various communications to the shareholders and investment community are as follows:–
 - Announcements to Bursa Securities
 - Media coverage, press conference and corporate briefings
 - Annual Report & Circular to Shareholders
 - Company's official website (<http://www.trivegroup.com.my>)

FINANCIAL REPORTING

- 1) The Board aims to present a clear and balanced assessment of the Group's financial position and prospects, primarily through the annual financial statements and quarterly announcements of financial results as well as the Annual Reports.
- 2) The Board is assisted by the Audit Committee in overseeing the Group's financial reporting processes.

- 3) The Board ensures the annual financial statements of the Group and of the Company give a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year and of their results and cash flows for the financial year then ended in accordance with the approved accounting standards.
- 4) The Audit Committee and the Board placed great emphasis on the objectivity and independence of the External Auditors.
- 5) The External Auditors is required to be independent throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

ADMINISTRATIVE

This Board Charter is subject to review by the Board annually. Any updates to the principles and practices set out in this Charter will be made available on the Company's corporate website (www.trivegroup.com.my)