



Wintech Group of Companies :

Wintech Metal Berhad
Wintech Metal Processing Sdn Bhd
Wintech Worldwide Sdn Bhd

BOARD CHARTER

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1. INTRODUCTION

- 1.1 The Board of Directors ("**Board**") of Wintech Metal Berhad ("**Company**") and its subsidiaries ("**Group**") is primarily responsible for the Group's leadership in meeting its objectives and delivering sustainable value to its stakeholders.
- 1.2 In discharging its fiduciary duties and leadership functions, the Board sets the appropriate tone at the top, establishing the strategic direction of the Group while exercising oversight on management. This Board Charter serves as the primary source of reference and induction material that guides proper governance standards and the conduct of existing and future members of the Board by defining the manner in which the Board exercises its authority, discharges and delegates responsibilities in managing the business and affairs of the Company.
- 1.3 This Board Charter is subject to the provisions of the Companies Act 2016 ("**Act**"), the Company's Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), the practices and guidance of the Malaysian Code on Corporate Governance ("**MCCG**") and any other applicable laws or regulatory requirements.

2. BOARD STRUCTURE

2.1 Board Composition

- (1) The Board shall comprise a balance of Executive Directors and Non-Executive Directors, including Independent Non-Executive Directors ("**Independent Director**") where at least one (1) member is a woman, such that no individual or a group of individuals can dominate the Board's decision making.
- (2) The Board shall consist of a diverse set of qualified individuals with the appropriate mix of skills and experience, knowledge, expertise and independent elements that fit the Group's objectives and strategic goals. The Board through the Nomination Committee ("**NC**") will review its composition at least once annually taking into consideration the appropriate competence, experience, character, integrity, diversity and time the Directors' set aside to effectively discharge their role effectively.
- (3) Pursuant to the Constitution of the Company, the number of Directors (excluding Alternate Director) shall not be less than two (2) or no more than twelve (12) Directors, the Board shall examine and determine its size periodically in relation to the effective running of the Company's Business.
- (4) In accordance with Rule 15.02 of the Listing Requirements, the Company must ensure that at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Directors and at least one (1) Director is a woman. If the number of Directors is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) must be used.

- (5) In the event of any vacancy in the Board of Directors resulting in non-compliance with Clause 2.1(4) above, the Company must fill the vacancy within three (3) months of the event.
- (6) The Board acknowledges the importance of objective and independent deliberation in decision making. At least half of the Board shall comprise Independent Directors to ensure a balance of power and authority on the Board.
- (7) The Chairman of the Board shall not be a member of the Audit and Risk Management Committee (“**ARMC**”) or NC or Remuneration Committee (“**RC**”).
- (8) Pursuant to Rule 15.06 of the Listing Requirements, the Directors must not hold more than five (5) directorships in listed companies on Bursa Securities.
- (9) On boardroom diversity, the Board must consist of at least one (1) woman Director. The Board is supportive of the gender boardroom diversity recommended by MCCG. The Board through the NC will continuously review the Board composition taking into consideration the appropriate competence, experience, character, integrity and time to effectively discharge his/her role as a Director. The Board endeavours to maintain the Board composition of at least 30% women Directors on the Board as per Practice 5.9 of the MCCG.

2.2 Appointment

- (1) The appointment of a new Director is a matter for consideration and decision by the Board upon recommendation from the NC.
- (2) In making its recommendation, the NC shall consider the character, experience, competence, integrity and time commitment of the candidates, as well as the following factors:
 - (a) Meeting the Company’s fit and proper criteria;
 - (b) Skills, knowledge and expertise;
 - (c) Age and gender;
 - (d) Professionalism;
 - (e) Background and diversity;
 - (f) Contribution and performance; and
 - (g) 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.
- (3) Upon the appointment of a Director, the said Director shall provide to Bursa Securities an undertaking prescribed by Bursa Securities in any event not later than fourteen (14) days of his appointment pursuant to Rule 15.03 of the Listing Requirements.
- (4) New Directors are expected to have such expertise that enable them to make a positive contribution to the Board’s oversight role and responsibilities. In

accepting their appointment to the Board, new Directors are deemed to have agreed to commit sufficient time to attend the Company's meetings and matters.

- (5) The Board does not rely solely on recommendations from existing Board members, management or major shareholders to identify potential candidates for appointment as Directors but will also utilise independent sources to identify suitably qualified candidates.
- (6) The Company is discouraged from appointing an active politician as a director on its Board. A person is considered an "active politician" if he is a Member of Parliament, State Assemblyman or holds a position at the Supreme Council or division level in a political party.
- (7) All Board members shall notify the Chairman of the Board before accepting any new directorship in other companies. The notification shall include an indication of the time that will be spent on the new appointment. The Chairman of the Board shall also notify the Board if he or she has any new directorship or significant commitments outside the Company.

2.3 Tenure of Directors

- (1) Pursuant to the Constitution of the Company, at the Annual General Meeting ("AGM"), one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM in every year provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.
- (2) The Directors to retire in every year shall be the Directors who have been longest in office since the Directors' last election, but as between persons who became Directors on the same day, the Directors to retire shall be determined by lot, unless they otherwise agreed among themselves.
- (3) All newly appointed Directors shall hold office until the next AGM and shall then be eligible for re-election pursuant to the Company's Constitution.
- (4) The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director.
- (5) If the Board intends to retain an Independent Director beyond nine (9) years, it shall subject to:
 - (a) conduct an assessment on the 'independence' of the Director and recommendation of the NC; and
 - (b) seek annual shareholders' approval through a two-tier voting process in accordance with the MCCG.

- (6) An Independent Director who has a cumulative term of more than twelve (12) years may remain on the Board only if he or she is re-designated as a Non-Independent Non-Executive Director.
- (7) A candidate shall not be considered fit for directorship if he or she:
 - (a) 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 corporation;
 - (b) 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 he acted fraudulently or dishonestly; or
 - (c) has been convicted by a court of law of an offence under the securities laws of Malaysia or the Act,within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.
- (8) The office of a Director shall become vacant if the Director:
 - (a) falls within the circumstances set out in Section 208 of the Act, where the Director:
 - (i) resigns from office as Director by giving a written notice to the Company at its registered office;
 - (ii) retires in accordance with the Act or the Constitution of the Company but is not re-elected;
 - (iii) is removed from office in accordance with the Act or the Constitution of the Company;
 - (iv) becomes disqualified from being a Director under Section 198 or 199 of the Act;
 - (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (vi) dies; or
 - (vii) otherwise vacates office in accordance with the Constitution of the Company;
 - (b) is absent from more than 50% of the total Board meetings held during a financial year; or
 - (c) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences listed in Clause 2.3(7) above.

2.4 Board Independence

- (1) Independence of the Board is critical to ensure that the Board fulfils its role objectively and holds the management accountable to the Company. They serve as active watchdogs who are crucial in protecting the Company's integrity and building trust with stakeholders. Independent of the day-to-day operations, they offer an objective viewpoint, challenge the status quo, and hold management accountable in ways that Executive Directors often cannot.
- (2) An Independent Director shall fulfil the provisions and definition of "Independent Director" of the Listing Requirements at all times and must declare their independence to the Board annually.
- (3) An Independent Director means a director who is independent of management and is free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company. Without limiting the generality of the foregoing, an Independent Director is one who:
 - (a) is not, and has not been within the last three (3) years, an officer of the Company or any related corporation of the Company (each corporation is referred to as the "**said Corporation**").

For this purpose, "officer" has the meaning given in Section 2 of the Act but excludes a Director who has served as an Independent Director in any one or more of the said Corporation for a cumulative period of less than twelve (12) years;

- (b) is not a major shareholder of the said Corporation;
- (c) is not a family member of any Executive Director, officer or major shareholder of the said Corporation;
- (d) is not acting as a nominee or representative of any Executive Director or major shareholder of the said Corporation;
- (e) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, Director (except as an Independent Director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by Bursa Securities;
- (f) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, Director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities; or

- (g) has not served as an Independent Director in any one or more of the said Corporation for a cumulative period of more than twelve (12) years from the date of his first appointment as an Independent Director.
- (4) The Independent Directors are essential in bringing an element of unbiased oversight and play a critical role in ensuring that all issues proposed by the Executive Directors are carefully considered and examined. Where the interests of management and shareholders conflict, the Independent Directors have the responsibility to mediate and arbitrate the situation in the best interest of the Company and its stakeholders.

2.5 Fit and Proper Policy

- (1) The Board has established a Fit and Proper Policy for the appointment and re-election of Directors of the Group to ensure that its Directors have the necessary quality, competencies and integrity to discharge their roles effectively.
- (2) In conducting the fit and proper assessment, the Board shall through its NC consider the following criteria as outlined in the Fit and Proper Policy:
 - (a) Character and Integrity;
 - (b) Experience and Competence; and
 - (c) Time and Commitment.
- (3) Any candidate who has been identified for appointment as a Director or for re-appointment/re-election as a Director of the Company shall be required to make a Declaration of Fit and Proper Assessment Form as prescribed by the NC.
- (4) The Fit and Proper Policy is made available on the Company's website at <https://www.wintech.com.my/>

3. ROLES AND RESPONSIBILITIES

3.1 The Board

- (1) The Board has overall responsibility for the long-term success of the Group and delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and leadership functions, the Board adheres to the following guidance:
 - (a) Together with management, promote good corporate governance culture and ensure appropriate corporate governance in place within the Group which reinforces ethical, prudent and professional behaviour and fostering a corporate responsibility culture throughout the Group;
 - (b) Review and adopt the overall strategic direction, business plans, and annual budgets of the Group, including major capital commitments and ensure that the strategic plan of the Group supports long-term value

creation and includes strategies on economic, environmental, social and governance (EESG) considerations underpinning sustainability;

- (c) Review, challenge and decide on management's proposals for the Group, monitoring its implementation by management and its contribution to the Group;
- (d) Oversee the execution of the Group's business to ensure it is properly and ethically conducted including supervising and assessing corporate behaviour and performance of the Group as a whole;
- (e) Ensure the Group's core values, vision, mission and shareholders' interests are met;
- (f) Identify and understand the principal risks and ensure the implementation of appropriate internal controls and mitigation measures to manage these risks;
- (g) Adopt an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks that appropriately reflects the risk appetite within which the Board expects management to operate;
- (h) Review the adequacy and integrity of the Group's internal control system and management information systems;
- (i) Ensure that key senior management has the necessary skills and experience, and that measures or policies are in place for the orderly succession of the Board and key senior management;
- (j) Ensure there are appropriate policies for training, appointment and performance monitoring of key senior management;
- (k) Oversee the development and implementation of an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;
- (l) Review and approve financial statements and ensure the integrity of the Company's financial and non-financial reporting;
- (m) Review and approve the Company's annual report;
- (n) Undertake a formal and objective annual evaluation of the Board, Board Committees and each individual Board member to gauge their respective effectiveness;
- (o) Ensure all significant systems and procedures are in place for the Group to run effectively, efficiently and meet all legal and contractual requirements;

- (p) Monitor compliance with established policies and procedures;
 - (q) Establish key performance indicators and succession plans;
 - (r) Establish the appropriate Board Committees where required and be responsible for all decisions made by the Board Committees;
 - (s) Review and approve the appointment of all external advisors and their related advisory fees;
 - (t) Review through the ARMC any conflict of interest or potential conflict of interest that arose, persist or may arise within our Group, including but not limited to transactions, procedures, or courses of conduct that raise concerns about the integrity of management, together with the measures taken to resolve, eliminate, or mitigate the conflict of interest or potential conflict of interest and disclose them in the ARMC report; and
 - (u) Carry out or perform such other functions necessary for the discharge of its fiduciary duties under the relevant laws, rules and regulations.
- (2) The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters:
- (a) Strategic issues and planning, including sustainability;
 - (b) Budget and performance reviews;
 - (c) Quarterly financial results and audited financial statements;
 - (d) Dividend policy or declaration of dividends;
 - (e) Capital expenditures exceeding 2% of the Company's latest reported net assets value or RM1.0 million, whichever is higher
 - (f) Material borrowings;
 - (g) Treasury policies;
 - (h) Key human resources issues;
 - (i) Material acquisitions and disposals of undertakings and properties;
 - (j) Proposed appointment of external auditors and their audit fees;
 - (k) Related party transactions ("RPT"), recurrent RPT and conflict of interest that arose, persist or may arise with the Group including any transaction, procedure or course of action that raises question of

management integrity and the measures taken to resolve, eliminate or mitigate such conflicts as well as any recommendations relating thereto as set out in the Terms of Reference of ARMC; and

(l) New business ventures.

(3) Financial reporting

The Board bears overall responsibility for ensuring the quality and completeness of the financial statements of the Company and the Group, both on a quarterly and annual basis. This includes ensuring that the financial statements are prepared in accordance with appropriate and consistently applied accounting policies, supported by reasonably prudent judgement and estimates, and in compliance with applicable financial reporting standards.

The ARMC has a critical role to play in assisting the Board with its responsibilities. This includes assessing the suitability, objectivity, and independence of the external auditors, reviewing the Company's financial reporting process, transactions, and other financial information, scrutinising information for disclosure to shareholders to ensure its material accuracy, adequacy, and timeliness, and challenging management's assertions on the Company's financials.

(4) Relationship with auditors

The Group has established a transparent and appropriate relationship with both the internal auditors and the external auditors. Such a relationship allows the Group to seek professional advice on matters relating to compliance and corporate governance. The internal audit function of the Group is outsourced to a third party. Similar to external auditors, internal auditors also have direct reporting access to the Board and the ARMC to ensure that issues highlighted are addressed independently, objectively and impartially without any undue influence of the management.

3.2 Chairman

- (1) The Chairman is elected by the Board members from among themselves to provide leadership for the Board and to represent the Board to the shareholders and other stakeholders. The Chairman will act independently in the best interest of the Group.
- (2) The Chairman is responsible for ensuring Board effectiveness and promoting the highest standards of integrity, probity and corporate governance throughout the Group.
- (3) The responsibilities of the Chairman, amongst others, include the following:
 - (a) Provide leadership for the Board so that the Board can perform its responsibilities effectively;

- (b) Setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
 - (c) Conduct and chair Board meetings and general meetings of the Company;
 - (d) Leading the Board in adopting and implementing good corporate governance practices in the Group;
 - (e) Leading Board meetings and discussions and acting as facilitator to ensure a meaningful level of engagement among Board members;
 - (f) Encouraging active participation of Directors at Board meetings and allowing dissenting views to be expressed openly;
 - (g) Manage the interface between the Board and management, as well as promoting constructive and respectful relations between Directors and management;
 - (h) Ensuring compliance with all relevant regulations and legislation;
 - (i) Ensure Board meetings and general meetings comply with good conduct and best practices; and
 - (j) Representing the Board to shareholders and ensuring appropriate measures are in place for effective communication with stakeholders and that their views are communicated to the Board as a whole.
- (4) The positions of Chairman and Managing Director shall be held by different individuals. The roles and responsibilities of Chairman and Managing Director are clearly segregated to further enhance and preserve a balance of authority and accountability.

3.3 Managing Director (“MD”)

- (1) The MD is the highest-ranking executive in the Company whose primary responsibilities include making major corporate decisions, managing the overall operations and resources of the Group, acting as the main point of communication between the Board and corporate operations and being the public face of the Group.
- (2) The MD is appointed by the Board upon recommendation from the NC.
- (3) Generally, the MD is accountable to the Board for, among others, the following:
 - (a) Managing the day-to-day business operations of the Group;

- (b) Ensuring that the applicable rules and regulations for the conduct of affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required is met/provided for its efficient operation;
 - (c) Ensuring that the Group has in place adequate risk management and internal controls framework in accordance with the policies and procedures approved by the Board;
 - (d) Ensuring the Group complies with approved financial reporting standards, the Listing Requirements and other applicable laws and regulations;
 - (e) Leading the development of the Group's operations and businesses and recommending short and long-term strategies to the Board and executing them upon approval;
 - (f) Implementing the Group's sustainability strategies and initiatives and addressing material sustainability risk and opportunities towards achieving its sustainability objectives and ensuring the Group maintains high social responsibility in the conduct of its business;
 - (g) Assessing all business opportunities which are of potential benefit to the Group;
 - (h) Keeping abreast of the competitive market landscape, expansion opportunities and industry developments;
 - (i) Monitoring the performance of the Group against the performance and sustainability targets and reporting its progress to the Board;
 - (j) Bringing material and other relevant information to the attention of the Board in a complete and timely manner;
 - (k) Keep the Board fully informed of all important aspects of the Group's operations and ensure sufficient information is distributed to the Board members;
 - (l) Reviewing the Group's focus, direction and alignment with the Company's vision and mission; and
 - (m) Representing the Group as the key spokesperson with all stakeholders including investors, regulators and business partners.
- (4) In discharging his responsibilities, the MD can delegate appropriate functions to any Executive Director, who shall report to him.

3.4 Executive Directors

- (1) Together with the MD, the Executive Directors are the key senior management of the Company who are involved in the day-to-day affairs and management of the Group.
- (2) Executive Directors assist the Board in its decision-making process through their technical expertise and knowledge of the business and its industry.
- (3) Executive Directors, with the help of management, assist the Board in facilitating the orientation of new Directors and Directors' training and development.

3.5 Independent Directors

- (1) The role of the Independent Directors is to provide unbiased oversight and objectivity without being subordinated to operational considerations, promoting transparency and upholding ethical standards within the Group. They help to improve the performance of a Company by bringing specific expertise from their sector and/or personal experience and providing their objective view of the Company's health and operations.
- (2) The roles of an Independent Director, amongst others, include the following:
 - (a) Provide objective and independent opinion on issues;
 - (b) Ensure that the interests of the Company, shareholders and stakeholders are taken into consideration and upheld;
 - (c) Monitor the areas of discussion, notably those where potential conflict of interests may arise;
 - (d) Mitigate any potential conflict of interest that may arise in the governance of the Group;
 - (e) When the interests of management and shareholders are in conflict, to mediate and arbitrate the situation in the best interest of the Company; and
 - (f) Provide a check and balance to the Board.
- (3) An Independent Director must immediately disclose to the Board in the event of any change in his circumstances that may affect his objectivity and/or status as an Independent Director. In such case, the Board must review the Director's designation as an Independent Director.

3.6 Senior Independent Director

- (1) The Board may appoint a Senior Independent Director who shall ideally possess leadership qualities, expertise and industry or board experience required for the role.
- (2) The role and responsibilities of the Senior Independent Director shall include:
 - (a) To act as a sounding board to the Chairman;
 - (b) To serve as an intermediary for other Directors when necessary, such as to facilitate confidential discussions with Directors who may have

concerns which they believe have not been properly considered by the Board or which they feel may not be appropriate to raise in open forum or with the Chairman of the Board directly;

- (c) To act as a point of contact for shareholders and other stakeholders with concerns which have failed to be resolved or would not be appropriate to be communicated through the normal channels of the Chairman of the Board and/or MD;
- (d) To act as the independent channel for whistleblowers to direct reports/complaints as identified in the Company's Whistleblowing Policy.

3.7 Key Senior Management

Key senior management's role and responsibilities include the following:

- (1) Together with the MD, formulate the corporate strategy for the Board's approval. Once approved, implement it diligently;
- (2) Manage the day-to-day operations and affairs of the Company and assume responsibility for the Company's conformance with relevant laws and regulations and its compliance framework;
- (3) Achieve the performance targets set by the Board;
- (4) Formulate, implement and update the Group's standard operating policies and procedures;
- (5) Keeping abreast of relevant trends in the Group's industries and operating environment;
- (6) Drive strategic management of material sustainability objectives;
- (7) Ensure the Company has in place adequate risk management and internal controls in compliance with policies and procedures approved by the Board; and
- (8) Bringing material and other relevant information to the attention of the Board and adequately apprise the Board with accurate, timely and clear information to effectively perform its responsibilities.

4. BOARD COMMITTEES

- (1) The Board has established the following Board Committees delegated with different functions to assist the Board in carrying out its duties and responsibilities:
 - (a) ARMC;
 - (b) NC; and
 - (c) RC.
- (2) Membership of the ARMC, NC and RC shall comprise solely of Non-Executive Directors, the majority of whom are Independent Non-Executive Directors. The Chairman of the Board must not be a member of the Committee to avoid impairing the objectivity during deliberations.

- (3) The Chairman of the Committee shall be an Independent Non-Executive Director.
- (4) Apart from the above Board Committees, the Board may from time to time establish other Board Committees to assist it in discharging its responsibilities more effectively.
- (5) These Board Committees do not make decisions on behalf of the Board. Each Board Committee will have the authority to examine particular issues within its Terms of Reference and make the necessary recommendations to the Board for its consideration and decision making.
- (6) The duties and powers delegated to these respective Board Committees are set out in the Terms of Reference of each Board Committee as approved by the Board, which are made available on the Company's website at <https://www.wintech.com.my/>.

5. BOARD MEETINGS

5.1 Proceedings

The proceedings of Board meetings shall be in accordance with the Constitution of the Company.

5.2 Frequency

The Board shall meet at least four (4) times each financial year. Additional meetings may be convened, if so required.

5.3 Notice and Board Papers

- (1) Notice of Board meeting, board papers and any other documents are made available at least five (5) business days prior to the Board Meeting, or shorter notice where it is unavoidable. In addition, members of management may be invited to attend Board meetings to explain and clarify the items tabled to the Board.
- (2) The Chairman, together with management and the Company Secretary, shall undertake the primary responsibility for preparing the agenda for Board meetings. The agenda shall include amongst others, matters specifically reserved for the Board's decision, high-priority strategic issues and where required, operational issues.
- (3) Management is responsible for providing the Board with the required information in an appropriate and timely manner. Each Director is expected to, prior to attending the meetings, review all materials provided by the Company relating to matters to be considered at the meetings.

5.4 Quorum

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

5.5 Chairman's Role in Meeting

- (1) The Chairman encourages a participative Board where the Directors are allowed to freely express their views or share information with their peers and have constructive and healthy debates in the course of deliberation.
- (2) In the absence of the Chairman, the members present shall elect a Chairman from amongst themselves to chair the meeting.

5.6 Report from Board Committee

- (1) The Chairman of the ARMC, NC and RC would report to the Directors at Board meetings of any salient matters noted by the respective Committees as well as matters that would require the Board's notice, action, direction or approval.
- (2) Board Committee meetings shall not be combined with the main Board meeting to enable objective and independent discussion during the meetings.

5.7 Attendance

- (1) A Director must attend at least 50% of the total Board meetings held in each financial year, failing which, the said Director shall vacate his office pursuant to Rule 15.05(3)(c) of the Listing Requirements.
- (2) Key senior management who are not Directors and external advisers may be invited to attend Board meetings to provide additional insights and professional views, advice and explanations on specific items on the meeting agenda item, as and when the need arises.
- (3) Where there are Executive Directors on the Board, the Non-Executive Directors are encouraged to meet among themselves at least annually to discuss among others strategic, governance and operational issues.

5.8 Voting

- (1) All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote.
- (2) In the case of equality of votes, where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have the casting vote. Otherwise, in the case of an equality of votes, the Chairman shall have the casting vote.

- (3) Directors are required to inform the Board of conflicts or potential conflict of interest that they may have in relation to a particular subject matter or business transaction. These Directors shall abstain from deliberation and voting on those matters.

5.9 Minutes

- (1) The minutes shall record the proceedings of the meeting, pertinent issues, inquiries or responses, members' suggestions and the decisions made, including any Director who has abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions.
- (2) Minutes of meeting shall be circulated to all members of the Board in a timely manner. Such minutes having been signed by the Chairman of the meeting at which the proceedings were held, or by the Chairman of the next succeeding meeting, shall be sufficient evidence of such proceedings.
- (3) The minutes of proceedings and resolutions of meetings of the Directors and any written resolutions passed by Directors shall be kept at the Registered Office, or at other office authorised by the Board, as soon as practicable after the meeting is held or the resolution passed and shall be made available for inspection by any Directors during office hour.

6. BOARD EVALUATION AND PERFORMANCE

- 6.1 The NC evaluates the effectiveness and performance of the Board as a whole, the Board Committees and the individual Directors on an annual basis. The evaluation process may be facilitated by the Company Secretary or independent experts through questionnaires and/or interviews covering a variety of assessment criteria.
- 6.2 The criteria on which the assessment is based was developed, maintained and reviewed by the NC. The assessment criteria includes the mix of skills, experience, competency, time commitment, character, integrity, independence, ability to constructively challenge and contribute to the development of strategy, diversity and other qualities required to meet the needs of the Group and to comply with the provisions of the Listing Requirements. The NC, upon discussion of the results, will present the findings to the Board.
- 6.3 Board Committees shall also be regularly reviewed by the Board to ascertain their performance and effectiveness.
- 6.4 All assessments and evaluations carried out by the NC in the discharge of its duties shall be documented and summary of the assessment and evaluations would be disclosed in the Annual Report.

7. REMUNERATION OF DIRECTOR

- 7.1 The performance of Directors is measured by the Directors' contribution and commitment to both the Board and the Company.

- 7.2 The fees and any benefits payable to the Directors shall be subject to annual shareholders' approval at the General Meeting ("GM") of the Company. Directors who are shareholders, and controlling shareholders with a nominee or connected Director on the Board, should also abstain from voting on the resolution to approve Directors' fees at the GM.
- 7.3 The Directors shall be paid all traveling, hotel and other reasonable expenses, properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with attending and returning from meetings of Directors or Board Committees or any other meetings of the Company in connection with the business of the Company in the course of the performance of their duties as Directors.
- 7.4 The Company shall provide a fair, reasonable and competitive remuneration for its Executive Directors to attract and retain high calibre Executive Directors who have the skills, experience and knowledge to increase the Company's value for the benefit of all shareholders.
- 7.5 Fees payable to Non-Executive Directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover. Salaries payable to Executive Directors may not include a commission on or percentage of profits or turnover.
- 7.6 The Board has established a formal and transparent process for approving the remuneration of Directors. The RC is responsible for reviewing the remuneration policy, if any and making recommendations on the same to the Board for approval. In its review, the RC considers various factors such as fiduciary duties, time commitment expected of the individual Director and the Company's performance.
- 7.7 The Board discloses the individual Directors' remuneration on named basis in the Annual Report of the Company.

8. INDUCTION AND TRAINING FOR BOARD MEMBERS

- 8.1 The Directors are required to attend such training programmes as may be prescribed by Bursa Securities such as the Mandatory Accreditation Programme (MAP1 and MAP2) as prescribed by Bursa Securities for newly appointed Directors.
- 8.2 All Directors are required to continuously update their knowledge and enhance their skills through appropriate continuing education programmes in order to effectively discharge their duties and sustain active participation during Board deliberations.
- 8.3 The Board with the assistance of the NC, shall assess the training needs of the Directors from time to time, and ensure that Directors have access to training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors. All Directors are required to update their knowledge and skills through continuing education programmes to sustain their active participation in Board deliberations and effectively discharge their duties.

- 8.4 The Board shall disclose in the Annual Report on the training attended by the Directors during the financial year under review. Where any Director has not attended any training during a financial year, valid justifications for the non-attendance of such Director shall be disclosed in the Company's Annual Report for that particular financial year.

9. ACCESS TO INFORMATION

All Directors shall have unrestricted access to management, to any information pertaining to the Group, including access to the advice and services of the Company's auditors and consultants, Company Secretary, which is relevant to the furtherance of their duties and responsibilities as Directors of the Company at the expense of the Company.

10. INDEPENDENT PROFESSIONAL ADVICE

- 10.1 In discharging the Directors' duties, each Board member shall in accordance with a procedure to be determined by the Board, be entitled to obtain independent professional advice at the expense of the Company. This is for advice deemed relevant and necessary in order for the Directors to discharge their duties for the overall benefit of the Company.
- 10.2 In such circumstances, the Director shall first discuss it with the Chairman and provide the request to seek professional independent advice for the Board's consideration and approval. It must be noted that such a restriction is not applicable to the Executive Director who is acting in his capacity to fulfil his executive responsibilities and within his delegate powers.

11. COMPANY SECRETARY

- 11.1 The Company Secretary shall be a person who is qualified pursuant to Section 235 of the Act.
- 11.2 The Board shall be supported by a suitably qualified and competent Company Secretary who plays an important role to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices.
- 11.3 All Board members have unrestricted access to the advice and services of the Company Secretary concerning the affairs and business of the Board.
- 11.4 The responsibilities of the Company Secretary are, amongst others, the following:
- (1) Attend and record minutes of all Board and committee meetings, facilitating effective Board communications;

- (2) Ensure the proper maintenance, retention, and recording of all secretarial records of the Company, maintaining the integrity and accessibility of vital corporate documents;
- (3) Ensuring that Board procedures are followed during meetings;
- (4) Managing the meeting logistics of all Board and Board Committee attending and recording minutes of all Board and Board Committee meetings;
- (5) Advising the Board on its roles and responsibilities;
- (6) Advising the Board on corporate disclosures and compliance with company law, securities regulations and Listing Requirements;
- (7) Managing procedures pertaining to AGM and GM, ensuring that these events are conducted efficiently and in compliance with relevant regulations;
- (8) Serve as a focal point for stakeholders' communication and engagement on corporate governance issues; and
- (9) Monitoring corporate governance developments and assisting the Board in adopting good corporate governance and sustainable economic, environmental, social and governance (EESG) practices to meet the Board's needs and stakeholders' expectations.

12. INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATION

- 12.1 The Board recognises and values the importance of an effective and clear communication with its shareholders, potential investors and the public. It is fully committed to adopt the highest standard of transparency and accountability in the disclosure of pertinent information relating to the Group as enumerated in its Corporate Disclosure Policy as disclosed on the Company's website at <https://www.wintech.com.my/>.

For this purpose, the Company has implemented amongst others, the following:

- (1) Timely release of announcements to Bursa Securities such as quarterly financial results, material contracts awarded and any other material information that may affect investors' investment decision;
- (2) Conducts regular dialogues with financial analysts as a means of effective communication for the Board and management to convey information relating to the Group's performance, corporate strategy and other matters affecting shareholders' interests;
- (3) Active engagement with shareholders at the AGM to ensure a high level of accountability and discussion of the Company's strategies and objectives. The Company shall invite the external auditors to attend the AGM and be available

to answer shareholders' questions concerning the conduct of the audit and the preparation of the auditor's report; and

- (4) Shareholders can access information about the Company, its investor relation activities and media releases through the Company's website at <https://www.wintech.com.my/>.

12.2 The Board will focus its efforts on the following best practices to enhance the effectiveness of its GM:

- (1) Ensure that notice of the AGM and Annual Report are issued and dispatched to its shareholders at least twenty-eight (28) days before the date of meeting;
- (2) All Directors are to attend the GM;
- (3) The Chairman of the ARMC, NC and RC to provide meaningful response to questions addressed to them;
- (4) Ensure that each item of special business included in the notice of AGM is accompanied by a full explanation of the effects of the proposed resolution;
- (5) Ensure the Chairman provides reasonable time for discussion at the GM;
- (6) Support meaningful engagement between the Board, key senior management and shareholders at GM. The engagement should be interactive and include robust discussion on salient topics such as the Company's financial and non-financial performance as well as the Company's long-term strategies. Shareholders should also be provided with ample opportunity to pose questions during the GM and all the questions should receive a meaningful response;
- (7) Ensure the resolutions set out in the notice of GM are voted by poll;
- (8) Leverage on technology to facilitate voting (including voting in absentia) and remote shareholders' participation at GM; and
- (9) Ensure that minutes of the GM be circulated to shareholders or uploaded onto the Company's website at <https://www.wintech.com.my/> not later than thirty (30) business days after the GM.

13. CONFLICT OF INTEREST

A Director shall at all times avoid conflicts of interest or potential conflict of interest, including interest in any competing business with the Group, and shall as soon as practicable after the relevant facts have come to his knowledge, declare the nature and extent of his interest at a meeting of the Directors of the Company and shall abstain from deliberation and voting on those matters. Every Director shall give notice to the Company of such events and matters relating to him as may be necessary or expedient to enable the Company and its officers to comply with the requirements of the Act.

14. CONFIDENTIALITY AND DISCLOSURES OF INTEREST

- 14.1 The Directors are required to act in the best interest of the Company. The Directors also have a duty of confidentiality in relation to the Company's confidential information.
- 14.2 All information and documentation received by the Board from the Company shall be treated as highly confidential, unless otherwise expressed by the Board. All Board members are responsible for ensuring that any material received is properly protected and remains confidential. If any information is to be provided to third parties, this shall be decided by the MD.
- 14.3 A Director should disclose to the Board:
- (1) any material personal interest they have in a matter which relates to the affairs of the Company; and
 - (2) any other interest (direct or indirect) which the Director believes is appropriate to disclose so as to avoid any conflict of interest or the perception of a conflict of interest.

The disclosure should be made as soon as practicable after the Directors become aware of their interest. Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made or the meeting held following the disclosure and the Directors concerned shall abstain from deliberation and voting on those matters.

15. DEALINGS IN SECURITIES

- 15.1 A Director must not deal in the Company's securities when he is in possession of price sensitive information.
- 15.2 All Directors must also comply with the disclosure requirements prescribed under Chapter 14 of the Listing Requirements prior to any dealings in the Company's securities.

16. WHISTLEBLOWING POLICY & GUIDELINES

- 16.1 The Board is committed to the highest possible standards of ethical, moral, and legal conduct. To achieve this purpose, the Board has established the Whistleblowing Policy & Guidelines to support good management practices and sound corporate governance practices within the Group.
- 16.2 The objective of the Whistleblowing Policy & Guidelines is to provide a pathway and a structured mechanism for individual to raise or report concerns at an early stage about ongoing or suspected wrongful activities or wrongdoings within the Group, and to safeguard the values of integrity, transparency and accountability in how the Group conducts its business and affairs.

- 16.3 The Whistleblowing Policy & Guidelines shall be reviewed periodically (in any event, at least once every 3 years) and is made available for reference on the Company's website at <https://www.wintech.com.my/>

17. ANTI-BRIBERY & ANTI-CORRUPTION POLICY & GUIDELINES

- 17.1 The Group is committed to prohibit bribery and corruption in the business conduct within the Group.
- 17.2 The Anti-Bribery & Anti-Corruption Policy & Guidelines set out principles to guide employees, Directors and associates in relation to dealing with improper solicitation, bribery and other corrupt activities and issues that may arise in the course of business. It also applies to every Director of the Company except as otherwise stated in the Anti-Bribery & Anti-Corruption Policy & Guidelines.
- 17.3 The Directors of the Company have a stewardship responsibility to communicate the principles of the Anti-Bribery & Anti-Corruption Policy & Guidelines and to guide the organisation in dealing with concerns arising from wrongful activities or wrongdoings.
- 17.4 The Anti-Bribery & Anti-Corruption Policy & Guidelines shall be reviewed periodically (in any event, at least once every 3 years) and is made available for reference in the Company's website at <https://www.wintech.com.my/>.

18. CODE OF CONDUCT & ETHICS

- 18.1 The Code of Conduct and Ethics of the Company sets forth the values, expectations and standards of business conduct and ethics to guide the Board of Directors, management, employees, and personnel of the Group.
- 18.2 The Group is committed to promote and maintain the highest levels of governance, integrity, accountability and transparency in the conduct of its business activities, dealings, relationships and operations.
- 18.3 The Code of Conduct & Ethics shall be reviewed periodically and is made available for reference on the Company's website at <https://www.wintech.com.my/>.

19. REVIEW OF THE BOARD CHARTER

- 19.1 This Board Charter shall be periodically reviewed and updated by the Board taking into consideration the needs of the Group as well as any development in the rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.
- 19.2 This Board Charter was reviewed and approved by the Board on 29 September 2025 and is made available for reference on the Company's website at <https://www.wintech.com.my/>