



## BOARD CHARTER

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## **INTRODUCTION**

The Board of Directors (“the Board”) of Greenyeld Berhad (“Greenyeld” or “the Company”) recognizes Corporate Governance as vital and important to the success of Greenyeld Berhad and its Group of Companies’ (“the Group”) businesses. They are unreservedly committed to applying the principles necessary to ensure that the principles of good governance are practiced in all of its business dealings in respect of its shareholders and other stakeholders.

The Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities; and the Board is responsible for the Company in achieving the highest level of business conduct. The Board is the focal point of the Company’s Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the Company.

In this Board Charter, words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to any statute or statutory provision includes a reference to that statute or statutory provision as from time to time amended, extended or re-enacted and shall include all by-laws, instruments, orders, rules and regulations.

## **OBJECTIVES**

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their fiduciary duties and responsibilities and the various legislations and regulations affecting their conduct, and that the principles and practices of good Corporate Governance are applied in all their dealings in respect of, and on behalf of, the Company.

This Board Charter is not an “all inclusive” document and should be read as a broad expression of principles.

## **1. BOARD OVERALL RESPONSIBILITIES**

- 1.1 The Board leads and manages the Company in an effective and responsible manner. The Directors, collectively and individually, are aware of their responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed and have a legal duty to act in the best interests of the Company.
- 1.2 The Board assumes, amongst others, the following duties and responsibilities:-
- a) Reviewing and adopting the overall strategic plans and programs for the Company and the Group;
  - b) Overseeing and evaluating the conduct and performance of the Company and Group's businesses including their control and accountability systems;
  - c) Reviewing, challenging and deciding on management's proposals for the Group, and monitoring its implementation by Management;
  - d) Identifying principal risks and ensuring the implementation of a proper risk management system to manage such risks;
  - e) Overseeing the development and implementation of shareholder and stakeholder communications policies;
  - f) Reviewing and approving financial statements;
  - g) Reviewing the adequacy and the integrity of management information and internal control systems of the company;
  - h) Ensuring that appropriate plans are in place in respect of the succession plan for the senior management of the Group; and
  - i) Undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.
- 1.3 The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following:-
- (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) Material capital expenditures and capital management;
  - (f) Material borrowings;
  - (g) Treasury policies;
  - (h) Limits of authority;
  - (i) Key human resources issues;
  - (j) Investments in capital projects;
  - (k) Material acquisitions and disposals of undertakings and properties;
  - (l) Proposed appointment of external auditors and their audit fees;

- (m) Related party transactions (“RPT”), recurrent RPT and conflict of interest situation that may arise within the Company or the Group, including any transaction, procedures or course of conduct that raises question on management integrity and any recommendations relating thereto as set out in the Terms of Reference of the Audit Committee; and
- (n) New venture(s).

## **2. BOARD STRUCTURE**

2.1 There are two (2) key tasks at the top of the Company, the running of the Board and the Executive Directors’ responsibility for the running of the Company’s business. There should be a clear division of responsibility at the head of the Company to ensure a balance of power and authority.

2.2 The Board should provide leadership and vision to the Company in a way that will enhance shareholders value and ensure long-term sustainable development and growth of the Company.

2.3 The Board is led by a Chairman.

### **2.4 Role of the Chairman**

2.4.1 The role of the Chairman and the Chief Executive Officer (“CEO”) shall be distinct and separated to ensure a balance of power and authority.

2.4.2 The responsibilities of the Chairman, amongst others, are as follows:-

- a) To lead the Board and ensure its effectiveness of all aspects of its role;
- b) To represent the Board to the shareholders and indirectly to the general public for Company’s performance;
- c) To set the Board agenda, with the assistance of the Management and the Company Secretary and ensuring all Directors receive complete and accurate information in a timely manner and are properly briefed on issues arising at Board meetings;
- d) To lead the Board in the adoption of and implementation of good corporate governance practices in the Group;
- e) To maintain a relationship of trust with and between the Executive and Independent Non-Executive Directors and to promote constructive and respectful relations between Directors and senior management; and
- f) To encourage active participation at Board meetings and allowing dissenting views to be freely expressed.

### **2.5 Role of the CEO and Executive Directors (EXCO)**

2.5.1 The responsibilities of the EXCO are as follows:-

- a) Be primarily accountable for overseeing the day-to-day operations to ensure the smooth and effective running of the Group;

- b) Be responsible for the development and implementation of the strategies for the Group and setting the overall strategic policy and direction of the Group's business operations based on effective risk management control;
- c) Ensure that financial management is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations;
- d) Provide effective leadership to the Group and be responsible for ensuring high management competency;
- e) Served as a conduit between the Board and the Management in ensuring the success of the Company's governance and management functions; and
- f) Implement the policies, strategies and decisions adopted by the Board. All Board authorities conferred on the Management are delegated through the EXCO and this will be considered as the EXCO's authority and accountability as far as the Board is concerned.

## 2.6 Roles of Independent Non-Executive Directors

2.6.1 The responsibilities of the Independent Non-Executive Directors are as follows:-

- a) Providing independent judgment, opinions and to have an inquiring mind in order to act in the best interest of the Company;
- b) Ensuring effective checks and balances in the proceedings of the Board;
- c) Ensuring that there are adequate systems, risk management and controls to safeguard the interests of the Company and all stakeholders;
- d) Ensuring that the culture of accountability, transparency, integrity, professionalism and responsible conduct are consistently adhered to in the Company;
- e) Constructively challenge and contribute to the development of business strategies and direction of the Group;
- f) Advising and directing Management in the development and evaluation of strategy;
- g) Scrutinising the performance of Management in meeting agreed goals and objectives and monitoring the reporting of performance;
- h) Satisfying themselves that the financial information presented is accurate; and
- i) Ensuring there are adequate systems and controls in place to safeguard the interests of the Group.

2.6.2 The Company may appoint a Senior Independent Non-Executive Director whose role shall include the following:-

- (a) serves as a sounding board to the Chairman;
- (b) serves as an intermediary for other Directors when necessary;
- (c) leads the performance evaluation of the Chairman;
- (d) fosters objectivity in instances whereby the Chairman and Managing Director/CEO are related;

- (e) acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or Managing Director/CEO;
- (f) leads the succession planning and appointment of Board members, including the future Chairman and Managing Director/CEO; and
- (g) leads the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman of the board are assessed objectively and holistically.

## 2.7 Board Committee

2.7.1 The Board may from time to time establish Committees as it considers appropriate to assist in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution of its responsibilities.

2.7.2 The present Board Committees are as follows:-

- a) Audit Committee;
- b) Nomination Committee;
- c) Remuneration Committee; and
- d) Option Committee.

2.7.3 Apart from the above Board Committees, the Board may from time to time establish other Board Committees to assist the Board in discharging its responsibilities more effectively.

2.7.4 The duties and powers delegated to these Committees are set out in the Terms of Reference of each of the Committee as approved by the Board. The Board through the Nomination Committee, should review the Board Committees' effectiveness on an annual basis. These assessments can be used to facilitate the Nomination Committee's evaluation of the Board Committees' performance.

2.7.5 Independent Non-Executive Directors play a leading role in these Board Committees. The Chairman of the respective Board Committees will report to the Board on the outcome of the Board Committee meetings.

2.7.6 The Terms of Reference of each Board Committee is available on the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

## 2.8 Company Secretary

2.8.1 The Company Secretary plays an important advisory role and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, and procedures and regulations affecting the Company.



2.8.2 The Company Secretary shall be a person who is qualified pursuant to Section 235(2) of the Companies Act, 2016 and is competent in carrying his/her duties. The appointment and removal of the Company Secretary shall be decided by the Board of Directors.

2.8.3 The roles and responsibilities of the Company Secretary include:

- (i) Manage all board and committee meeting logistics, and attend and record minutes of all board and committee meetings and facilitate board communications;
- (ii) Ensure proceedings of Board and Committee meeting are properly minuted and conclusions of the Board's decisions are accurately recorded;
- (iii) Ensure statutory records are kept and maintained in a proper manner, in compliance with all applicable laws and regulatory guidelines;
- (iv) Advise the board on its roles and responsibilities;
- (v) Advise the board on corporate disclosures and compliance with the Companies Act 2016 and listing requirements;
- (vi) Manage processes pertaining to the annual shareholder meeting; and
- (vii) Monitor corporate governance developments and assist the board in applying governance practices to meet the board's needs and stakeholders' expectations.

2.8.3 All Directors should have access to the advice and services of the Company Secretary.

### **3 BOARD PROCEDURES**

#### **3.1 Board Meetings & Supply of information**

##### **3.1.1 Board Meeting**

- 3.1.1.1 Meetings of the Board should be held at least four (4) times in a year or more frequently to ensure that all Directors are kept informed on a timely basis of all material quality information affecting the Group and, in a form, and manner appropriate for them to discharge their duties effectively.
- 3.1.1.2 The Board shall be supplied at least five (5) business days with information in a form and of a quality appropriate to enable the Board to discharge their duties effectively except in the case of an emergency, where reasonable notice shall be given in writing.
- 3.1.1.3 The Directors may meet together for the despatch of business at such time and place, adjourn and otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of the business of Directors shall be two (2).

- 3.1.1.4 In the absence of the Chairman, the Directors present shall elect a Chairman from amongst themselves to chair the meeting. The Chairman encourages constructive and healthy debate and allows the Directors to freely express their views or share information with their peers in the course of deliberation as a participation in the Board deliberations.
- 3.1.1.5 All Directors must meet the minimum 50% attendance requirement imposed under the Listing Requirements. Senior management who are not Directors may be invited to attend and speak at Board meetings on certain matters relating to their areas of responsibility. The Board may also invite external parties such as auditors, solicitors and consultants to attend as and when the need arises.
- 3.1.1.6 The Directors may participate at a Board meeting or any Board Committee meeting by conference telephone, video, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The physical presence of Director(s) is not compulsory and participation at such Board meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating at any such Board meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors at 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, at or during the Board meeting. The participation in a meeting by means of a conference telephone or similar electronic telecommunication device shall be treated with confidence, and he/she shall prevent any leakage of information/materials to any third party.
- 3.1.1.7 All resolutions of the Board shall be adopted by a majority of votes of Directors present and voting, each Director having one vote. 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 a casting vote. Otherwise in the case of an equality of votes the Chairman shall have a second or casting vote.
- 3.1.1.8 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.
- 3.1.1.9 All directors will be provided with a comprehensive reports and/or Board papers to enable the directors to review and consider matters to be deliberated in order to facilitate meaningful deliberation during each meeting.
- 3.1.1.10 Full Board minutes of each Board meeting are kept in the Registered Office and are available for inspection by any Director during the office hours.

3.1.2 Access to Independent Professional Advice

3.1.2.1 A director, in discharging his duties, may rely on information, professional or expert advice, opinions, reports or statements, including financial statements and other financial data prepared by the officers of the Company and/or competent advisors recruited by the Company provided that such reliance is made in good faith and after making independent assessment thereof, and having regard to the Directors' knowledge of the Company and the complexity of the structure and operation of the Company.

3.1.2.2 The Director's rights above is further affirmed by the Listing Requirements of Bursa Malaysia Securities Berhad, including but not limited to the following:-

- a) Unrestricted access to information during which they were Directors;
- b) Advice and services of the Company Secretary; and
- c) Independent professional advice, at the expense of the Company.

Whenever necessary and reasonable for the performance of his duties, and in line with the procedures defined by the Board.

3.1.2.3 Fees for independent professional advice will be payable by the Company but proper approval from majority of the Board members will be required.

#### **4. COMPOSITION AND BOARD BALANCE**

4.1.1 The Board consists of professionals and competent directors with different qualifications, expertise and experience that are relevant to the management of the Group's businesses.

4.1.2 The Company's Constitution provides for a minimum of two (2) directors and maximum of fifteen (15) directors. At any one time, at least two (2) or one-third (1/3) of the Board members, whichever is higher, must be Independent Directors.

4.1.3 The composition and size of the Board shall be reviewed from time to time to ensure its appropriateness.

4.1.4 The Board may appoint a Senior Independent Non-Executive Director to facilitate effective communication with the shareholders and other stakeholders.

4.1.5 The tenure of an Independent Non-Executive Director shall not exceed the cumulative term as prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

4.1.6 The Board through the Nomination Committee, shall undertake an assessment of the independence of its Independent Directors on an annual basis to examine the level of independence of the Independent Director and to ensure the Independent Director can continue to bring independent and objective judgment to board deliberations.

4.1.7 The Board shall consist of qualified individual with diverse experience, background, skill and knowledge to enable them to discharge their duties and responsibilities effectively. The Board shall assess and review its diversity, composition and size as a whole from time to time to ensure its appropriateness and effectiveness. The Board through the Nomination Committee, shall 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.

#### 4.2 Nomination and Appointments

4.2.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nomination Committee.

4.2.2 Newly appointed directors are expected to declare their time commitment to the Board. If they plan to sit in other listed corporations as a director, they shall notify the Chairman of the Board or the Company Secretary before accepting any new directorship. The notification shall include an indication of time that will be spent on the new appointment.

4.2.3 The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointment of new director is properly executed.

4.2.4 In making its recommendation, the Nomination Committee shall consider the character, experience, competence, integrity, fit and properness and time of the candidates, as well as the following factors:-

- Skills, knowledge and expertise;
- Age and gender;
- Professionalism;
- Cultural background and diversity;
- Commitment;
- Contribution and performance; and
- In the case of candidates for the position of Independent Non-Executive Directors, the Board through the Nomination Committee, shall also evaluated the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.

4.3 Re-election and Retirement

4.3.1 The Constitution of the Company provides that every newly appointed director to the Board is subject to election at the next Annual General Meeting following their first appointment. Further, at least one-third (1/3) of the directors are subject to retirement by rotation at every Annual General Meeting. Each director shall retire at least once every three (3) years but shall be eligible for re-election. The directors to retire in each year are those who have been longest in the office since their last election or appointment.

4.3.2 The Nomination Committee conducts an annual assessment on the performance of each Director. The results of the review of individual Directors together with the recommendation by the Nomination Committee will be taken into account by the Board in determining the assessment of the Directors and also on the re-appointment/re-election of Directors by shareholders under the annual re-election provisions.

4.3.3 All Directors who are subject to re-election shall undergo the fit and proper assessment in accordance with the Directors' Fit and Proper policy.

4.4 Induction Program

4.4.1 The newly appointed director will undergo an Induction Program specially designed to familiarize the director with the businesses within the Company. This familiarization process may include a briefing session on the range of products and services, business structure and visits to the respective operating facilities. The visits will include briefings from Management to provide in-depth of the latest progress of the Company and appreciation of the key drivers behind the Company's core businesses.

4.5 Directors' Training and Continuing Education

4.5.1 Newly appointed directors who sit on board of public listed companies for the first time are required to comply with the Mandatory Accreditation Programme as required by Bursa Malaysia Securities Berhad.

4.5.2 Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes to equip themselves with the necessary knowledges and further to enable the directors to discharge their duties and responsibilities effectively. This would include organising field trips to study the Group's operations.

4.5.3 The Board with the assistance of the Nomination Committee, shall assess the training needs of the Directors from time to time, to ensure that the Directors have access to training courses or seminars at periodic intervals to keep them updated on developments pertaining to the oversight function of Directors as well as continuing education programme in order to update their knowledge and skills to sustain their active participation in Board deliberations and effectively discharge their duties.

4.6 Directorship

4.6.1 Any Board member, while holding office, is at liberty to accept other Board appointments (outside the Company) as long as the appointment is not in conflict with the business of the Company and does not detrimentally affect the director's performance as a Board Member. The board member should notify the Chairman before accepting any new directorships from other Board.

4.6.2 The number of directorships in listed corporations held by any Board Member at any one time shall comply with the Listing Requirements of Bursa Malaysia Securities Berhad.

4.7 Gender Diversity Policy

4.7.1 The Board acknowledges the importance of board diversity, including gender diversity, to the effective functioning of the Board. Both genders are given fair and equal treatment.

**5. ANNUAL REVIEW OF DIRECTORS**

5.1 The Board, with the assistance of the Nomination Committee, shall undertake to review and evaluate the performance of the individual Directors, the Board as a whole and the Board Committees on an annual basis to ensure Board performance and effectiveness.

5.2 The engagement of external consultants or experts to assist in the board evaluation shall be at the discretion of the Board.

**6. DIRECTORS' REMUNERATION**

6.1 The determination of the remuneration of the Executive Directors will be a matter to be decided by the Board as a whole, taking into consideration the recommendations of the Nomination and Remuneration Committee. The mechanism of remuneration for Executive Directors is structured in a manner wherein all Executive Directors are rewarded based on their individual performance.

6.2 The determination of remuneration packages of Non-Executive Directors shall be a matter for the Board as a whole and the individual concerned should abstain from discussing their own remuneration. Fees payable to the Non-Executive Directors shall be a fixed sum and shall not be payable by a commission on or percentage of profit or turnover. Fees and any benefits payable to the Directors shall be subject to annual shareholder approval at a general meeting.

6.3 The Board shall determine the remuneration package taking into consideration the recommendations of the Remuneration Committee.

## **7. FINANCIAL REPORTING**

- 7.1 The Board shall ensure that the Company's financial statements and other financial reports are reliable sources of financial information, and are prepared in accordance with the relevant laws and regulations as well as the applicable financial reporting standards, so as to give a true and fair view of the state of affairs of the Company and Group.

## **8. FIT AND PROPER POLICY**

The Board must have a fit and proper policy for the appointment and re-election of Directors of the Company and its subsidiaries to ensure that each of its Director has the character, experience, integrity, competence, time and commitment to effectively discharge his/her role as a Director of the Company.

The Board, as assisted by the Nomination Committee, is responsible for conducting assessments on the fit and properness of the Directors and to make the necessary decision on the annual re-election/appointment.

The Fit and Proper Policy is make available for reference on the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

## **9. WHISTLEBLOWING POLICY**

The Board is committed to ensure that its business and operations are conducted in an ethical, honesty and integrity manner. To achieve this purpose, the Board has established a Whistleblowing Policy.

The objective of this policy is to provide an avenue for employees and other stakeholders to report genuine concerns in relation to breach of a legal obligation, miscarriage of justice, danger to health and safety or to the environment and the cover-up of any of these issues in the workplace, without the risk of reprisal, separation, demotion, suspension or loss of benefits because of the report.

The Whistleblowing Policy is made available for reference on the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

## **10. ANTI-BRIBERY AND CORRUPTION POLICY**

The Group is committed to conduct its business in an ethical and honest manner, and to implement and enforce a system that ensure corrupt gratification is prevented. The Group has adopted a zero-tolerance approach against all forms of bribery and corrupt gratification and its associated activities.

The Board and senior management are committed to acting professionally, fairly and with integrity in all of the Group's business, in whichever country we operate.

The Anti-Bribery and Corruption Policy sets out the responsibilities of the Group and those who work for the Group on the requirements to observe and uphold the Group's zero-tolerance position on "Bribery and Corruption".

The Anti-Bribery and Corruption Policy is made available for reference on the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

## **11. CODE OF CONDUCT AND ETHICS**

The Group is committed to ensure its business operations are conducted with integrity, transparency and in a responsible manner.

The objective of this policy is to provide the followings:-

- (a) Professional and ethical guidelines for the Directors and employees of the Group with the aim to establish, maintain and enhance the reputation, image and branding of the Group; and
- (b) Display the highest level of professionalism in all aspect of their task complying with all applicable laws and regulations stipulated under this policy.

This policy applies to all employees of the Group and Directors. The principals and standard of this policy covers all activities, business and functions conducted beyond the normal working hours.

The Code of Conduct and Ethics Policy is made available for reference on the Company's website at [www.greenyield.com.my](http://www.greenyield.com.my).

## **12. COMMUNICATION WITH SHAREHOLDERS AND INVESTORS**

- 12.1. The Board recognizes the importance in ensuring the high standards of transparency and accountability in its communication to shareholders, as well as to potential investors, analysts and the public.
- 12.2 The shareholders and investors shall be informed regularly of all material matters affecting the Company in conformity with the disclosure requirements.
- 12.3 The annual reports and quarterly announcements remain the principal form of communication, providing shareholders and investors with an overview of the Company's activities and performance.



- 12.4 The Annual General Meeting (“AGM”)/ General Meeting (“GM”) is the principal forum for dialogue and avenue for direct interaction between the Board of Directors and shareholders or investors. The Board welcomes the views of the shareholders and investors on matters concerning the Company and encourages active participation by the shareholders and investors at the AGM/ GM.
- 12.5 All corporate and financial information of the Company are also made available to the public through the Company website at [www.greenyield.com.my](http://www.greenyield.com.my).

### **13. REVIEW OF THE BOARD CHARTER**

- 13.1 Any amendment to this Board Charter can only be approved by the Board. This Board Charter will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board’s responsibilities.
- 13.2 The Board Charter should be made public in the Company’s website at [www.greenyield.com.my](http://www.greenyield.com.my).