

Board Charter

Purpose of Charter

The Board Charter sets out the role, composition and responsibilities of the Board of Directors of Ta Win Holdings Berhad. The conduct of the Board is also governed by the Companies Act, 1965 and Company's Articles of Association. A number of operational matters relating to the Board such as number of meetings per year, notification of interests and election of directors are governed by the Companies Act, 1965 and are not reproduced here.

The purpose of the Board Charter is to clearly outline the structure of the Board and to define the role of the Board as a whole through identification of a schedule of powers reserved solely for the Board of Directors.

Purpose of the Board of Directors

The Board has two broad purposes; compliance and performance:

A. Compliance : conform with or exceed all legal requirements

Legal

- monitor constitutions
- comply with directors' responsibilities
- comply with all relevant laws

Accountability

- monitor financials
- compliance audits

B. Performance : assist the organization to perform to its best potential

Strategy and policy

- approve strategic plan and policies and monitor regularly

Accountability

- overall performance of the organization
- board evaluation, succession planning
- report outcomes to stakeholders

Public Relations

- represent and participate
- keep shareholders informed
- project a strong and positive image
- protect the shareholders' interest
- communicate the Board's decision

Risk management

- monitor critical risks
- identify, analyze and mitigate the uncertainty in investment decision-making
- identify, evaluate and cost-effective control of risks to eliminate or reduced risk to an acceptable level
- integrate risk management into the culture of the organization
- manage risk in accordance with best practice

- consider legal compliance as an absolute minimum
- anticipate and respond quickly to social, environmental and legislative change
- prevent injury and damage and reduce the cost of risk
- raise awareness of the need for risk management

Roles and Responsibilities of the Board of Directors

The Board has delegated authority for the operations and administration of the organization to the Managing Director.

The functions of the Board are to:

- Provide effective leadership and collaborate with the Managing Director in:
 - maintaining open communication with the external shareholders
 - succession planning
- Review the adequacy and integrity of information and internal control system
- Monitor the organisation's performance
- Establish committees, policies and procedures of the organisation
- Monitoring compliance with legal, constitutional and ethical standards
- Approval of acquisition or disposal of any major asset
- Approval of financial statements and any significant changes to accounting policies
- Approval of dividend or distribution payments
- The issue of shares, options, equity instruments or other securities

Board Authority

- Convene annual general meetings
- Approve remuneration of directors
- Dissolution, merger, continuance of the Company
- Transfer of the whole or an important part of the business
- Disposal and acquisition of major capital assets and expenditure
- Approval of quarterly financial results and annual reports
- Establishment of committees, appointment and dismissal of members
- Matters concerning issuance, disposal and redemption of shares
- Matters delegated by Chairman

Membership and Term of the Board of Directors Committee

The Listing Requirements of Bursa Malaysia Securities Berhad for Main Market restricted the number of directorship for directors to not more than 5 directorship in public listed companies.

The Board consists of seven (7) directors, four (4) of whom are non-executives and are independent.

Compositions of the Board of Directors Committee are:

<u>Name</u>	<u>Position</u>
Chen, Hsi-Tao	Chairman
Chen, Hung-Lin	Managing Director
Yeoh Chin Kiang	Executive Director
Mohd Khasan Bin Ahmad	Independent Non-Executive Director
Wu, Ying-Ju	Independent Non-Executive Director
Aliyah Binti Dato' Hj. Baharuddin Marji	Independent Non-Executive Director
Huang, Ching-Fan	Independent Non-Executive Director
Chen, Hung-Ping	Alternate Director to Chen, Hsi-Tao
Chen Yu, Kuei-Feng	Alternate Director Chen, Hung-Lin
Lau Po Cheng	Alternate Director to Yeoh Chin Kiang

None of the directors had any conflict of interest or any business dealing with the organization except for Managing Director and three others Executive Directors who are related to Managing Director and are deemed interested in the related party transactions which are disclosed in the Annual Report.

In accordance with the Company's Articles of Association, one-third (1/3) of the Directors and those appointed during the financial year shall retire from the office and shall be eligible for re-election. The Articles of Association of the Company also provided that all Directors are required to retire from office once every three (3) years but shall be eligible for re-election.

Pursuant to Section 129(2) of the Companies Act, 1965, Directors who are over the 70 years shall retire at every annual general meeting and may offer themselves for re-appointment to hold office until the next annual general meeting. Directors who were appointed during the financial year are subjected to a re-election following their appointment in accordance with the Company's Articles of Association by shareholders at the Annual General Meeting.

Appointment of directors by shareholders to the board is done at the Annual General Meeting (AGM). The appointment is put to a vote and passed if majority of shareholders present agree to the appointment. The Board shall obtain commitment from its board member at the time of appointment and the director(s) concerned shall notify the board of his/her acceptance by any means of communications available.

Securities Commission Malaysia (SC) has issued the Malaysian Code on Corporate Governance 2012 (MCCG 2012) on 29 March 2012 and announced that all listed issuers must incorporate this MCCG 2012 into their annual reports effectively for financial years on or after 31 December 2012. It was stated that the tenure of an independent director should not exceed a cumulative term of nine years and upon completion of the nine years, an independent director may continue to serve on the board subject to the director's re-designation as a non-independent director. However, the independent director who has served in that capacity for more than nine years can still retain its current position, upon shareholders' approval and the Board has provided justifications for doing so.

Time Commitment for Board Members and Protocols for Accepting New Directorships

Directors are expected to have the relevant expertise in order to contribute positively to the organization's performance and to give sufficient time and attention to carry out their responsibilities to the organization. The Board shall obtain this commitment from its new members at the time of appointment. Any directors should notify the Chairman before accepting any new directorship from any other organization and the notification shall include an indication of time that will be spent on the new appointment.

Board of Directors Meetings

The Board of Directors held a total of five (5) meetings in each financial year to discuss issues highlighted and will record its conclusion in discharging its duties and responsibility. Four (4) are regular meetings and one Special Board Meeting. Meetings shall be held not less than four (4) times a year and any additional meetings as the Chairman shall decide in order to fulfill its duties. Special Board meetings would convene on an adhoc basis to deliberate on any arising urgent matters that would require the Board's immediate decision. Board meetings for the ensuing financial year are scheduled in advance before the end of each financial year to enable Directors to plan and include the year's Board meetings into their own schedule. The Board has four (4) quarterly scheduled meetings annually. Board meetings are conducted by a structured formal agenda. The Meeting's agenda include reviews on various aspects of the Group's operations, financial performance, business plans, strategic decisions, any major investments, the findings from both the external and internal auditors and any other proposals or other significant matters that require the expeditious direction of the Board. The Board members deliberate, and in the process, assess the viability of business propositions and corporate proposals and the principal risks that may have significant impact on the Group's business or its financial position and the mitigating factors.

Reporting

The Company Secretary shall be responsible for drawing up the Agenda and other supporting documentations for circulation to the Board prior to the meeting. She is also responsible for keeping the minutes from the outcomes of the meetings. Proceedings of all meetings are minuted and signed by the Chairman or Company Secretary. Minutes of all Board meetings are circulated to directors and approved by the Board at the subsequent meeting. Approved resolutions are recorded in the Resolutions Register.

Board Culture/ Values

- Serves the community by actively participating in governance
- Responsible to the shareholders
- Accountable for what goes on at the organisation
- Responsible for maintaining the organisation's stature in the industry
- Respect each other

Chairman and Managing Director Relationship

The roles of the Chairman and Managing Director are segregated to ensure a balance of power and authority, such that no one individual can dominate the board's decision making

The Chairman is mainly responsible for:

- Leading the Board in its duty to the Ta Win Holdings Berhad Group
- Ensuring there are processes and procedures in place to evaluate the performance of the Board, its committees and individual directors
- Facilitating effective discussions at Board meetings

Managing Director is mainly responsible for:

- policy direction of the operations of the organization
- the efficient and effective operation of the organization
- bringing material and other relevant matters to the attention of the Board in an accurate and timely manner

Decision Making

Decision is a process by which a decision (course of action) is taken. Decision-making lies embedded in the process of management. Decision-making is necessary in planning, organizing, directing, controlling and staffing. The effectiveness of management depends on the quality of decision-making.

In making a decision, the management ensures it has the following characteristics:

- It is a selection from alternative courses of action
- It is a continuous process
- It requires knowledge, skills, experience and maturity
- It is based on reliable information or feedback
- It provides solution and is a goal-oriented process
- it is a means to solving problem and achieving target and not the end in itself
- relates to specific problem
- it is a time consuming activity
- needs effective communication
- it is a pervasive process
- it needs responsibility

The management welcomes the contribution and participation of all level of employees in the decision-making process, even though there is no compulsion to exercise this right. Opportunities were given in various meetings held regularly between management and all levels of employees to give his or her views

Policy and Strategy

The organization has the following policies and strategies as a directional guidance over the long term to achieve advantage through its configuration of resources within a challenging environment to meet the needs of markets and to fulfill shareholders' expectations:

- Board manual and policy
- Succession planning
- Accounting and financial
- Code of conduct
- Directors' continuing education
- Corporate disclosures
- Sustainability Plans
- Accurate and timely information to the Board
- Environmental, Health and Safety
- Shareholder Communication Policy
- Remuneration Policy
- Whistle Blowing Policy

Monitoring Process

Monitoring the efficiency and effectiveness of policies, strategies, rules, methods or plans is an important part of the resource management planning process. It is an ongoing activity throughout the planning cycle to assess how well the plan is working. It helps to determine the need for further action, and possible changes and improvements in policy statements and plans, or in actions to implement them.

Monitoring informs decision-makers of the consequences of actions and changes in the environment. It provides a means for determining how well plans are working in practice.

The following provide guidance for monitoring:

- Start monitoring plan early
- Have a clear purpose
- Be systematic and apply a consistent approach
- Decide what and how to monitor
- Have a strategic and integrated approach
- Identify meaningful indicators of effectiveness
- Decide who to involve
- Share ideas and allow for training
- Determine causality
- Next course of action once plan effectiveness is established

The following principles will be applied when monitoring, evaluating, review and making assessment of the quality of a policy, procedure or process:

- Quality : a reliable and comprehensive system of monitoring
- Subsidiarity : using own system for monitoring and evaluation
- Transparency : open to stakeholders
- Consistency : procedures consistent with regulations and appropriate for its purpose
- Improvement : designed to encourage and facilitate ongoing improvement

Environmental, Health & Safety Measures

The organization is committed to the promotion of the health, safety and wellbeing of all its employees, to the provision of a safe and healthy working environment and to the prevention of occupational injuries and illnesses.

All levels of management will work in consultation and cooperation with all employees, Risk Management Committee and 5S Committee to ensure that the requirements of Occupational Safety and Health Act 1994 and Factory and Machinery Act 1967 and its regulations, or other applicable legislation, together with the organisation's Occupational Safety and Health Management System are fully implemented and integrated into the work and activities of its employees.

The organization implemented several viable controls for the protection and sustainability of the environment as it understands that resources are not endless and that the integrity of the environment should be in the fore of development:

- Not polluting the environment
- Recycle industrial waste
- Promote energy efficiency to reduce carbon footprint
- Limiting and control product waste and toxicity

Board Committees

Other than the Board of Directors Committee, there are other five (5) committees which are as follow:

1. Audit Committee
2. Nomination Committee
3. Remuneration Committee
4. Risk Management Committee
5. Disclosure Committee

1. Audit Committee

An Audit Committee is an operating committee of the Board of Directors charged with oversight of financial reporting and disclosures. Committee members are drawn from members of the organisation's board of directors, with the Chairperson selected from among the committee members.

Its principal objective is to assist the Board of Directors in the areas of corporate governance, systems of internal control and management, and financial practices of the Group. The Committee is independent of the Group's appointed external and internal auditors.

Composition of the Audit Committee:

<u>Members</u>	<u>Directorship</u>	<u>Responsibility</u>
1. Mohd Khasan Bin Ahmad	Independent Non-Executive Director	Chairman
2. Aliyah Binti Dato' Hj. Baharuddin Marji	Independent Non-Executive Director	Member
3. Wu, Ying-Ju	Independent Non-Executive Director	Member

The Committee Chairman is a member of the Malaysian Institute of Accountants. The terms of office and performance of the Committee and each of the members shall be reviewed by the Board of Directors at least once every three (3) years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

Membership

The Audit Committee shall be appointed by the Board of Directors from among their number and shall consist of no less than three (3) members, a majority of whom shall be independent directors. All members of the Audit Committee shall be Non-Executive Directors. No Alternate Director is appointed as a member of the Audit Committee and at least one (1) member of the Audit Committee must fulfill selection criteria or requirements prescribed or approved by Bursa Malaysia Securities Berhad.

Main duties and Responsibilities

- Oversight of financial reporting and accounting
- Oversight of the internal and external auditors
- Oversight of regulatory compliance
- Oversight of risk management
- Monitor the effectiveness of internal control process and of internal audit
- Promptly report to Bursa Malaysia Securities Berhad of any breach in Listing Requirements or any serious offence committed

The detailed duties and responsibilities are listed in the organisation's annual report.

Meeting and Minutes

The Audit Committee meets quarterly. Additional meetings are held as and when required in order to fulfill its duties. The Audit Committee met five (5) times during the financial year. Due notice of issues are discussed and its conclusions in discharging its duties and responsibilities are recorded. The Company Secretary is responsible for drawing up the agenda and other supporting explanatory documentations, keeping the minutes of the meetings and circulating them to Audit Committee and to other members of the Board of Directors prior to each meeting. The Chairman of the Audit Committee shall engage on a continuous basis with senior management, such as the Chairman, Chief Executive Officer, Finance Director, head of internal audit and the external auditors in order to be kept informed of matters affecting the Group. The Audit Committee will discuss with the Management and the external auditors the accounting principles and standards that were applied and their judgments of items that could affect financial statements. The Chairman of the Audit Committee shall also convene a meeting of the Audit Committee to consider any matters that the external auditors and/or internal auditor believes should be brought to the attention of the directors or shareholders. The Finance Manager, the internal auditors and a representative of the external auditor shall normally be invited to attend the meetings. Other members of the Board and employees of the organization may attend any particular Audit Committee meeting only at the Audit Committee's invitation, specific to the relevant meeting. It is the policy of the Audit Committee to meet with external auditors at least twice a year to discuss audit plans, audit findings and the Company's financial statements. These meetings are held without the presence of the Executive Directors and the Management. The Minutes of the Audit Committee meetings would be tabled to the Board for action where appropriate and/or necessary. A quorum shall consist of a majority of members present who must be independent directors.

Authority

The Audit Committee is empowered and authorized by the Board of Directors at the cost of the organization to:

- Investigate any matters within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group
- Have the resources in order to perform its duties as set out in its terms of reference stated in the annual report
- Have full and unrestricted access to any information pertaining to any company in the Group
- Have direct communication channels with the external auditors and internal auditors
- Obtain external legal or other independent professional advice where necessary

- Invite outsiders with relevant experience to attend its meetings, whenever deemed necessary
- Convene meetings with the external auditors, the internal auditors or both excluding the attendance of other directors and employees of the Group, whenever deemed necessary

Notwithstanding anything contrary hereinbefore stated, the Committee does not have executive powers and shall report to the Board of Directors on matters considered and its recommendations thereon, pertaining to the Group.

2. Nomination Committee

The Nomination Committee selects candidates for the board whenever directors come up for re-election. It is responsible for identification, nomination and orientation of new directors, both executives and non-executives. This is to ensure recruitment matters relating to directors are addressed in detail, allowing the board to spend time on strategic matters. Nomination Committee is responsible for proposing new nominees to the board and for assessing directors on an on-going basis. However, the actual decision as to who should be nominated should be the responsibility of the board of directors after considering recommendations from the Nomination Committee

Membership

In compliance with the Malaysian Code on Corporate Governance, the committee members shall consist of not less than three (3) members, composed exclusively of non-executive directors, with majority as independent. These persons are expected to be outspoken and frank. There should also be rotating membership in the committee where all members are appointed for a fixed term of service. This is required to avoid complacency in the committee thereby affecting a drop in the committee's performance.

The committee comprise of:

<u>Members</u>	<u>Directorship</u>	<u>Responsibility</u>
1) Mohd Khasan Bin Ahmad	Independent Non-Executive Director	Chairman
2) Aliyah Binti Dato' Hj. Baharuddin Marji	Independent Non-Executive Director	Member
3) Wu, Jing-Yu	Independent Non-Executive Director	Member

Duties and Responsibility

- Recommend candidacy for directorship, taking into consideration their knowledge, skill, experience, expertise, professionalism, integrity, etc
- Assist the board to review the required mixed of skills, experiences and other qualities which non-executive directors should bring to the board on annual basis
- Consider recommendations of candidates proposed by Chairman, Managing Director or other senior management, shareholders or directors
- Review annually the effectiveness and contribution of the board, each committee and each individual director
- Review periodically and report to the board on succession planning, and to evaluate potential successors
- Assess the optimal balance for board membership
- Assess the desirable number of independent directors
- Shall exercise such other powers, authorities and discretions and perform such other duties, of the directors in relation to the nomination of directors as the board may from time to time delegate to it, having regard to the Code

Meetings and Minutes

The Nomination Committee met once in every financial year. The Nomination Committee met to approve the principles and processes of assessing the Board effectiveness and the performance evaluation of senior management. Agenda and accompany supporting documentations will be

circulated to the members prior the meetings. Outcomes and conclusions of the meetings are minuted by the Company Secretary. The committee shall also meet as and when necessary or as requested by any member of the Nomination Committee. A quorum shall be two members.

Authority

- To obtain external independent professional advice
- To secure the attendance of outsiders with relevant experience and expertise, if it considers necessary
- Establish selection criteria, selecting, appointing and setting the terms of reference for any external nomination consultant who advises the Nomination Committee
- Request for sufficient resources to discharge its duties

3. Remuneration Committee

The Remuneration Committee is responsible for developing the Group’s remuneration policy and determining and recommending the remuneration packages of Executive Directors. It has set up a remuneration policy framework and made recommendations to the Board on remuneration packages and other terms of employment for Executive Directors. The terms of reference of the Remuneration Committee are clearly defined by the Board to its members.

The Executive Directors will abstain from participating in the discussion of their own remunerations. The determination of remuneration of Non-Executive Directors is handled by the Board as a whole. The individuals concerned had abstained from discussion and decision of his/her remuneration.

The remuneration of Non-Executive Directors comprises fees while the remuneration packages of Executive Directors comprise the basic salary, fees and bonuses.

The members of the Remuneration Committee are as follow:

<u>Members</u>	<u>Directorship</u>	<u>Responsibility</u>
1. Chen, Hsi-Tao	Chairman	Chairman
2. Mohd Khasan Bin Ahmad	Independent Non-Executive Director	Member
3. Aliyah Binti Dato’ Hj. Baharuddin Marji	Independent Non-Executive Director	Member

Membership

The Remuneration Committee consists of three (3) directors, two (2) of whom are independent Non-Executive Directors. Members of the committee are appointed by the Board, on the recommendations of the Nomination Committee.

Duties and Responsibilities

- Determine the frame work or broad policy for remuneration packages for Executive and Non-Executive Directors
- Ensure individuals are rewarded for their contribution to the organization’s overall performance
- Review the ongoing appropriateness and relevance of the remuneration policy
- Ensure the remuneration packages are sufficient to attract and retain the directors needed to run the organization successfully

Meetings and Minutes

The Remuneration Committee will meet at least once a year to carry out the annual review of the overall remuneration policy for Directors whereupon recommendations are submitted to the Board for approval. During the meeting, the results of the Directors’ performance are evaluated and rated

by the Nomination Committee which is then presented to the Remuneration Committee. The Remuneration Committee and the Board ensure that the organisation's remuneration policy remains supportive of the organisation's corporate objectives and is aligned with the interest of shareholders. The Remuneration Committee and the Board strive to reward Directors based on accountability, fairness and competitiveness as prescribed in the Code and to ensure the remuneration packages of Directors are sufficiently attractive to draw in and to retain persons of high caliber. Thus, there is a formal and transparent procedure for rewarding and fixing any remuneration packages for Directors. The Company Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance. Minutes of committee meetings are circulated to all members of the committee, and once agreed, to all members of the Board prior to the meetings. A quorum shall be two members.

Authority

- Review all directors' remuneration
- To structure the component parts of remuneration for Executive Directors to link rewards to corporate and individual performance. For Non-Executive Directors, the levels of remuneration are reflected by the experience and level of responsibilities.
- Establish a formal and transparent procedure for developing a policy and fixing remuneration packages for all individual directors
- Conduct assessment of individual directors' performance
- To provide an objective and independent assessment of the benefits granted to directors
- To ensure remuneration reporting complied with legal requirements
- To furnish a report to the board of any findings
- Engage external consultants to assist in its discharge of duties
- To decide and implement such other matters as may be delegated by the board from time to time

4. Risk Management Committee

The Risk Management Committee is to ensure that the Group achieves its corporate objectives by applying effective risk management controls. The Risk Management Committee reviews and identifies key principal risks as well as the overall management of all risks and to ensure that infrastructure, resources, processes and systems are in order to minimize, monitor and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. It assists the board in the effective discharge of its responsibilities for risk management and internal controls.

The members of the Risk Management Committee are:

<u>Members</u>	<u>Directorship/Position</u>	<u>Responsibility</u>
1. Yeoh Chin Kiang	Executive Director	Chairman
2. Chen, Hung-Lin	Managing Director	Member
3. Lau Po Cheng	Alternate Director to Yeoh Chin Kiang	Member
4. Chow Lai Kuen	Human Resources Manager	Member
5. Ong Jit Wee	Quality Assurance Manager	Member
6. Chong Li Boon	Secretary	Member
7. Gan Seng Hock	Sales Manager	Member
8. Poh Li Ling	Finance Manager	Member
9. Wong Tiing Sien	Material Controller	Member

Methods adopted in identifying risks:

- Identify, characterize and assess threats
- Assess the vulnerability of critical assets to specific threats
- Determine the risk likelihood and consequences
- Identify ways to reduce those risks
- Prioritize risk reduction measures based on a strategy

Membership

The Chairman of the committee is appointed by the board and the committee membership will be at the discretion of the committee Chairman. The Chairman is required to have vast experience of the industry in which the organization operates.

Duties and Responsibilities

- Evaluate the adequacy and effectiveness of risk management controls
- Review and provides recommendations to the board on matters relating to identified key risks
- Review and assess the risks related to market, credit, liquidity and operations of the Group

Meetings and Minutes

The Risk Management Committee will meet twice annually or more frequent if necessary. The Committee may request participation from all levels of employees to attend the committee meetings. Conclusions of the meetings and appropriate recommendations will be presented in the board of directors meetings. The Chairman of the committee shall ensure proper communication of the matters highlighted to the board's attention.

Authority

- Require the attendance of specific individuals in the meetings
- Direct access to reports and any information system
- Power to conduct or authorize investigations into any matters within its scope of responsibilities
- Engage independent professional consultants as it considers appropriate
- Empowered to amend and approve policies and procedures falling under its purview
- Exercise the powers delegated to it in accordance with any directions of the directors

5. Disclosure Committee

The purpose of this committee is to govern the disclosure of material, non-public information in a manner designed to provide broad, non-exclusionary distribution of information so that the public has equal access to the information. The information disclosed must be clear, factual, accurate, concise, understandable and in full compliance with the requirements of the rules of Bursa Malaysia Securities Berhad and other applicable laws. It has the responsibility for considering the materiality of information and on a timely basis, determining the disclosure and treatment of material information.

The compositions of Disclosure Committee are:

<u>Members</u>	<u>Directorship/Position</u>	<u>Responsibility</u>
1. Chen, Hung-Lin	Managing Director	Chairman
2. Yeoh Chin Kiang	Executive Director	Member
3. Mohd Khasan Bin Ahmad	Independent Non-Executive Director	Member
4. Teo Soon Mei	Company Secretary	Member
5. Poh Li Ling	Finance Manager	Member

Membership

Its membership consists of three (3) members of the board, one (1) of whom is an independent non-executive director. The rest is Company secretary and a manager from finance department. The members of the committee will be appointed by and serve at the discretion of the Chairman.

Main duties and responsibilities

1. Make immediate public disclosure of any material information
2. Release of material information to obtain its fullest possible public dissemination

3. Make due enquiry and immediately publicly provide for clarification, confirmation or denial of rumours or reports
4. Immediately seek the cause and response to unusual market activity
5. Refrain from any unwarranted promotional disclosure activity
6. Prohibition from insider trading

Meetings/Discussions

The Disclosure Committee is responsible to meet or liaise with each other as often as required to discharge its duties. A quorum for a meeting of the Disclosure Committee shall be a majority of members present in person or by telephone conference call.

Authority

1. May require the participation of or act in reliance on management, any employee, external and internal auditor, counsel, advisor or expert
2. Has the power in its discretion to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties and responsibilities
3. Has the power to retain, instruct, compensate and terminate independent advisors to assist in discharging its duties at the expense of the organisation

Communications with Shareholders

The shareholders and investors shall be kept informed of the organisation's performance and any new developments through annual reports and announcements via Bursa LINK. The Board encouraged poll voting for shareholders. The Board is encouraged to put the resolutions on the related party transactions to vote by poll and make an announcement of the detailed results showing the number of votes cast for and against each resolution. The organization would consider to adopt electronic voting means to facilitate greater shareholders participation whenever is deemed necessary and circumstances are permitted.

The Board is committed to respecting shareholders' rights. The Board is taking every reasonable step necessary to inform shareholders on the various means to exercise their rights through its Shareholder Communication Policy which is published in its website. The Board shall direct the Company to disclose all relevant information to the shareholders to enable them to exercise their rights.

Annual general meetings are an important avenue through which shareholders can exercise their rights. The Board shall take active steps to encourage shareholder participation by giving sufficient notice period for such meetings.

This information is to be made available in the organisation's website www.ta-win.com

Review of Board Charter

The Board will review this charter annually to ensure it remains consistent with the Board's objectives and responsibilities.

Publication of the Board Charter

Key features of the Board Charter are available in the organisation's website.