

Meta Bright Group Berhad

(formerly known as Eastland Equity Bhd.)

Board Charter

1.0 INTRODUCTION

This Charter is developed to provide a clear statement to the roles, responsibilities, processes and operations of the Board (board of directors of the companies) in accordance to the principles of the Malaysian Code on Corporate Governance (“MCCG”).

2.0 BOARD STRUCTURE

2.1 Composition

The Board is responsible for determining an appropriate size for its function. The Board shall comprise Executive and Non-executive Directors that includes at least one woman Director, who are experienced as well as competent and have the time to discharge their respective roles as Directors of the Company effectively.

The Board must ensure that at least 2 Directors or 1/3 of the Board, whichever higher, are Independent Directors and that any vacancy in the Board less than this requirement, must be filled out within 3 months.

The Chairman and Managing Director positions are to be separated and held by different individuals.

2.2 Appointment and Criteria

The Board shall define a fit and proper policy for its members and senior management appointment based on objective criteria, merit, and due regard for diversity in skills, experience, age, and background.

In identifying the candidates for the Board and senior management, the Board will consider the recommendations from its existing Board members, senior management, major shareholders, and independent sources.

At the minimum, Independent Directors of the Board must fulfil the provisions and definition of independent Director of the Listing Requirements (Bursa Malaysia Securities Berhad’s Main Market Listing Requirements) and declare their independence to the Board annually.

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2.3 Re-election

Re-election of Independent Director shall be carried out through a two-tier voting process at annual general meeting by ordinary resolution and supported with justification if the Independent Director has served for a cumulative term of beyond nine (9) years. The tenure of an Independent Director must not exceed a cumulative term limit of twelve years in accordance with the Bursa Malaysia Securities Berhad's Main Market Listing Requirements.

No person shall be appointed, re-appointed, elected or re-elected as a Director on the Board or continue to serve as a Director if the person is or becomes an active politician. A person is considered an "active politician" if he/she is a Member of Parliament, State Assemblyman, Local Councilor or holds a position at the Supreme Council or division level in any political party.

The Nominating Committee shall review each Director's tenure. The re-election of a Director should be contingent on satisfactory evaluation of the Director's performance, contribution to the Board, and under the fit and proper policy.

3.0 ROLES AND RESPONSIBILITIES

3.1 Responsibilities of the Board

The Board should objectively discharge its duties and responsibilities at all times in the Group's (Meta Bright Group Berhad and its Subsidiaries) interests and keep abreast of its responsibilities to oversee the conduct and development of Group's business.

In meeting the goals and objectives of the Group, the Board should, among others:

- promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behavior;
- review, challenge and decide on management's proposals for the Group, and monitor the implementation of such proposals;

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- ensure that the strategic plan of the Group supports long-term value creation and includes sustainability strategies;
- supervise and assess Management performance to determine whether the Group's business is being properly managed;
- ensure that there is a sound framework for internal controls and risk management;
- ensure shareholders have the information they required to make an informed decision on the appointment and reappointment of a Director;
- understand the principal risks of the Group's business and recognize that business decisions involve the taking of appropriate risks;
- identify a designated person within management, to provide dedicated focus to manage sustainability strategically, including the integration of sustainability considerations in the operations of the company; and
- assess and set the risk appetite within which management should operate and ensure an appropriate risk management framework to identify, analyze, evaluate, manage, and monitor significant financial and non-financial risks.
- ensure that Senior Management (holds the highest level of management responsibility and decision making authority within Meta Bright Group Berhad) has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management;
- ensure that the Group has in place procedures to enable effective communication with stakeholders;
- ensure the integrity of the Group's financial and non-financial reporting. Every Director shall study the financial statement of the Group and Company, and carefully consider whether the information in the financial statement is consistent with their knowledge of the Group and Company's affairs;
- review the terms of office and performance of the Board Committees (Audit and Risk Management Committee, Remuneration Committee and

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Nomination Committee) annually (with members of the respective Board Committees abstain from deliberation);

- Review and approve the Audit Committee Report, Statement of Risk Management and Internal Control, Corporate Governance (“CG”) Report, and CG overview Statement for the Annual Report;
- Establish and maintain effective and adequate anti-bribery and anti-corruption policies and whistleblowing feedback channel;
- Review the Group’s corruption risk exposures periodically or when there are changes in law, circumstance of the business and/or the profile of its business associates;
- Obtain assurance from management and/or external audit by a qualified and independent third party that the Group’s anti-corruption compliance policies and framework are adequate and effective;
- Develop and implement company strategies, business plans, action plan, and risk management including considering the governance of sustainability;
- Ensure that the Group’s sustainability strategies, priorities, and targets as well as performance against these targets are communicated to its stakeholders; and
- Understand and stay abreast with the sustainability issues in relation with the group.

3.2 Responsibilities of Chairman

The primary roles of the Chairman are:

- To provide leadership to the Board and to lead the Board in establishing and monitoring good corporate governance practices in the Group;
- To ensure a balance composition of skills, knowledge and experience within the Board and an effective working, reporting and communication mode is present;

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- To set the Board meeting's agenda and ensure that Board members receive complete and accurate information in a timely manner;
- To lead Board meetings and discussions and encourage active participation of all Board Members and to allow dissenting views to be freely expressed;
- To liaise with the Managing Director and the Company Secretary on the agenda for Board meetings;
- To promote constructive and respectful relations between Board members and management, and manage the interface between them;
- To ensure that appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board;
- To chair general meetings of shareholders; and
- To ensure the Board committee meetings are not combined with the main Board meeting.

3.3 Responsibilities of Managing Director and Executive Director

The Managing Director is responsible for amongst other:

- i. Develop and recommend to the Board the long-term strategy and vision of the Group and the critical performance targets;
- ii. Develop and recommend to the Board the annual business plans, budgets and risk management action plans that support the Group's long term strategy;
- iii. Manage day-to-day business affairs and ensure continuous improvement and development, maintenance, implementation, formulation and achievement of corporate policies and strategies sanctioned by the Board;
- iv. Ensure that the Group has an effective management team and structure, management development program and succession plan;

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- v. Ensure effectiveness of internal control and risk management systems deployed in the Group;
- vi. Keep Board informed of all important aspects of the Group's operations and to ensure that sufficient information is distributed to board members; and
- vii. Serve as a focal point for stakeholders' communication and engagement on Group's performance issues.

The Executive Directors shall assist the Managing Director and execute responsibilities delegated to them by the Managing Director.

3.4 Responsibilities of Independent Director

The primary responsibility of Independent Directors is to ensure effective check and balance in the Board by:

- provide independent and objective judgement and oversight to the Group;
- mitigate risk of any possible conflict of interest and undue influence in the Board; and
- contribute constructive inputs and advice to the development of business strategy and direction of the Group.

3.5 Responsibilities of Board Committees

The Board shall establish the following Committees and approve their respective terms of reference:

- Audit and Risk Management Committee;
- Nominating Committee;
- Remuneration Committee; and
- Any other committee(s) deemed necessary from time to time

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Board Committees review matters under its purview and make recommendations to the Board for consideration and decision making.

The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's appraisal process. The Board may require members of Committees be rotated on and off their Committees taking into account the needs of the Committees, legislative requirements, skill sets and the experience of the individual Directors.

Where there is a disagreement between the Board Committees and the Board, reasonable time should be made available for discussion of the issues with a view to resolving the disagreement. However, where any such disagreements cannot be resolved, the Board Committees may disclose the issues to the shareholders in the Annual Report and/or report to the authorities in accordance with the laws .

4.0 ISSUES AND DECISIONS RESERVED FOR THE BOARD

To ensure the direction and control of the Group is within the Board's hands, the following list of matters shall be reserved to the Board for decision:

- Significant investment and divestment;
- Corporate exercise;
- Business strategy and sustainability issues;
- Performance review, remuneration, succession, and appointment of Directors and key senior executives;
- Shareholders' communication and matters;
- Related party transactions;
- Declaration of dividend; and
- Board policies and governance related matters.

The above matters that are reserved to the Board shall be communicated to all Directors, Company Secretary, Internal Auditors, External Auditors and the Senior Executives.

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Management shall familiarize and observe the matters reserved to the Board and undertake to provide adequate, timely and quality information to the Board for their deliberation and decision making.

5.0 COMPANY SECRETARY

In order to carry out his/her functions effectively, the Company Secretary should possess the knowledge and experiences covering the knowledge in company and securities law, finance, governance, company secretaryship and listing requirements.

The roles and responsibilities of the Company Secretary must include, but not limited to the followings:

- Manage the logistic of all Board and Board Committees meetings;
- Attend and record minutes of all Board and Board Committees meetings and facilitate Board communications;
- Advise the Board and Board Committees on their roles and responsibilities;
- Advise the Board on corporate disclosures and compliance with securities regulations, listing requirements and companies act;
- Assist the Board in managing the processes pertaining to shareholder meeting; and
- Monitor corporate governance developments and assist the Board in applying governance practices to meet the compliance needs and stakeholders' expectations.

6.0 MEETING PROCEDURES

Board meetings are held on a regular basis, as determined annually in advance by the Board. The agenda for each meeting is dictated by the needs of the Board and the matters set out in the annual agenda for attention at a particular meeting.

Additional Board meetings can be convened by the Company Secretary at the request of any Director at any time by giving all Directors seven days' notice in writing. A meeting may, with the consent of the majority of the Directors, be convened with shorter notice.

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The Company Secretary shall discuss with the Board Chairman, Managing Director, Executive Director and Board Committee Chairmen on the agenda items for Board meetings. The final agenda for the meeting would be given to the Chairman for his approval and clearance.

All Board Members may request for inclusion of any matter in the agenda for a particular Board meeting. The request must be sent at least five business days in advance before the meeting.

Personal attendance of Board members at meetings is preferred. But, the Board may hold meetings at two or more venues using information technology that gives all members of the Board a reasonable opportunity to participate in the meeting.

In addition to the above, subject to relevant laws and guidelines, the following should be observed by the Board:

- To meet on a quarterly basis, but in any event, no less than once in every three (3) months, or whenever deemed necessary;
- All Directors must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the Bursa Listing Requirements;
- The quorum of the meetings shall be met pursuant to the Constitution of the Company;
- The Board is also allowed to carry out the resolution by way of circulation;
- Head of the respective division units and relevant management personnel may be invited to attend the Board meetings; and
- Non-Executive Directors may hold meetings in the absence of management on a periodic and scheduled basis.

7.0 ACCESS OF INFORMATION AND RESOURCES

The Board shall have full and unrestricted access to any information pertaining to the Group.

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All meeting materials/report/papers as well as the notice and agenda will be compiled and distributed to all the Directors at least five business days or any other reasonable time in advance prior to the meeting. In case where the subject matter/agenda item is price sensitive or otherwise confidential or in a state of flux, the materials/report/papers will be presented directly at the meeting.

Management is responsible for providing the Board with the required information in an appropriate and timely manner. If the information provided by management is insufficient, the Board may make further enquiries, to which the management staff responsible shall respond accordingly.

In addition, the Board shall also be entitled to obtain independent professional or other advice at the expenses of the Company, if necessary.

8.0 CONTINUING EDUCATION PROGRAM AND TRAINING

All Board members shall keep themselves abreast with the current business, industry, regulatory and legislative developments and trends that will affect the Company and Group's business operations. They shall be briefed on the terms of their appointment, duties and responsibilities, the operations of the Group and the business and the environment and markets in which the Group operates.

Newly appointed Board members are mandated to attend the Mandatory Accreditation Programme as required under the Listing Requirements within 4 months from the date of appointment.

Subsequently, all Board members are expected to undertake continuing professional education to enable them to discharge their duties effectively. Members of the Audit and Risk Management Committee should undertake continuous professional development in accounting and auditing standards, practices and rules.

Company Secretary, Internal and External Auditors shall brief the Board on changes in the legislative, regulatory or industry framework which impact the Company. However, such briefings are not a substitute for the Director trainings for seeking continuous knowledge of the changes in the market regulations.

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9.0 PERFORMANCE APPRAISAL

Regular reviews of Directors' effectiveness and performance are essential for the Board's governance improvement. The Board shall review and evaluate individual Directors' performance, and Committees' performance at least annually.

When assessing its performance, the Board shall also consider the provisions in this Board Charter. The Board shall disclose how the assessment is carried out and its outcome.

All Board related performance appraisal shall be administered and conducted by the Nominating Committee who shall then report back to the Board.

Based on the result of appraisal, the Nominating Committee should assist the Board to undertake assessment of the training needs of each Board Member and recommend the appropriate educational/training programmes to the respective Board members.

10.0 REMUNERATION

The Remuneration Committee is delegated with the responsibility to recommend to the Board the remuneration packages of all the Board members and senior management in all its forms, drawing from outside advice as appropriate.

The Remuneration Committee shall implement the remuneration policies and procedures approved by the Board and review and recommend any matters relating to the remuneration of the Board and senior management. The Board shall review the remuneration policy and procedures periodically and ensure this policy is published on the Company's website.

The remuneration policy and procedures of the Directors and senior management shall:

- take into account the demands, complexities, skills and experience required;
- reflect the different roles and responsibilities of non-executive directors, executive directors and senior management;
- align with the business strategy and long-term objectives of the Group in managing material sustainability risks and opportunities; and
- in line with the Directors' and senior management's merit, qualification, competency, operating results, individual performance, and comparable market statistics.

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The remuneration and incentives for independent directors should be reasonable and shall not conflict with their obligation in bringing objectivity and independent judgment on matters discussed.

Separate resolutions shall be proposed for the approval of the fees of each Director.

11.0 CONFLICT OF INTERESTS

Directors are required to take all reasonable steps to avoid actual, potential or perceived conflict of interests with the Group's interest.

Should there be actual, potential or perceived conflict of interest between a company of the Group and a Director, or a person connected with Director such as a spouse, other family member, or a related company, the interested Director shall make full disclosure in bona fide and act honestly in the best interest of the Group and shall not participate in deliberations and shall abstain himself/herself including persons connected with them from casting their votes in any matter arising there from.

12.0 INDEMNITY AND INSURANCE

The Directors and Officers of the Company are entitled to be indemnified against liabilities arising from their holding of office in the Company. The Board shall consider the appropriate insurance policy(ies) to mitigate this risk in this respect.

13.0 COMMUNICATION WITH STAKEHOLDER

The Board shall ensure that there is effective communications with its shareholders, the financial communities and other stakeholders relevant to the Group. This will help the Company to achieve a fair market value for its securities and optimize cost of capital while the shareholders and investors will also be better informed while casting their votes at the general meeting or while making investment decisions.

In order to ensure there is effective, transparent and regular communication with stakeholders, the Board's investor and stakeholders relations initiatives are designed and driven by the following principles:

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- The Board will always report its financial results and material developments in an open, timely, comprehensive and balanced manner;
- The Board will communicate only through a named spokesperson to be determined by the Board;
- The Board provide opportunities for shareholders to participate in the question-and-answer session at the general meetings
- The Chairs of the Audit an Risk Management, Nominating, and Remuneration Committees shall provide meaningful response to questions addressed by the investors and relevant stakeholders at the AGM
- The Board will leverage its website as an additional communications channel;
- The Board will proactively address reports and rumors, so as to avoid unnecessary speculation in its securities;
- The Board will give reasonable access to analysts and the media to help them to understand the opinions of the Board, but will not seek to influence those opinions or to give information that is not available to the general public; and
- The Board will meet with its shareholders in the Company's Annual General Meeting and Extraordinary General Meeting to inform, and obtain feedback from shareholders.

14.0 GENERAL MEETINGS

The Board will ensure that notice for an Annual General Meeting is given to the shareholders at least 28 days prior to the meeting. All Directors and The Chairs of Board Committees shall attend the meeting and provide meaningful response to questions addressed to them.

The Board will leverage technology to facilitate voting in absentia and remote shareholders' participation at general meetings when appropriate systems are available, proven, feasible and suitable for the Company to adopt this practice. In order to prevent cyber threats, the Board shall ensure good information technology (IT) security, including data privacy are put in place.

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15.0 PUBLICATION AND REVIEW OF THE BOARD CHARTER AND TERMS OF REFERENCE OF BOARD COMMITTEES

Board Charter and terms of reference of Board Committees shall be published on the Company's website.

The Board will review its Charter and the terms of reference of its Committees annually and make appropriate amendments to ensure these documents remain consistent with the Board's objectives, current regulation requirements and corporate governance best practice. The Board shall adopt amendments to the provisions in Board Charter with a formal resolution.