BOARD CHARTER

1. Introduction

The Board of Directors ("**Board**") of Signature Alliance Group Berhad (the "**Company**") commits itself to instilling good corporate governance practices in the Company and its subsidiaries from time to time (the "**Group**") in accordance with the principles set out in the Malaysian Code on Corporate Governance ("**MCCG**") as the Board believes that corporate governance is vitally important to the success of the Group's business.

2. Objectives

2.1. The Board shall be the focal point of the Group's corporate governance practices and is ultimately responsible for:

(a) setting the Group's strategic aims to ensure that necessary resources are in place for the Group to meet its objectives and review its management's performance and affairs of the Group;

(b) promoting the Group's values and standards; and

(c) ensuring that the Group's obligations to its shareholders and other stakeholders are understood and met.

2.2. This Board Charter sets out:

i. the composition, roles, responsibilities and processes of the Board, Board Committees, individual Directors and management; and

ii. the delegation of authority by the Board to various Board Committees to safeguard the Board members in performing their responsibilities on behalf of the Group for the benefit of the Company and its stakeholders.

2.3. This Board Charter is subject to the provision of the Companies Act 2016 (the "**Act**"), Company's Constitution, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**"), the practices and guidance of the MCCG and any other applicable laws or regulatory requirements.

3. Board Structure

3.1. Board Composition

(a) The Board must comprise a balance of Executive Directors and Non-Executive Directors (including Independent Non-Executive Directors) such that no individual or a group of individuals can dominate the Board's decision making. The Board recognises the importance of independence and objectivity in the decision-making process. At least half of the Board shall consist of Independent Non-Executive Directors to ensure a balance of power and authority on the Board.

(b) The Board must consist of qualified individuals with diverse set of skills, diversity, expertise and experience from different background to govern the Company.

(c) The Constitution of the Company states that unless otherwise determined by the Company in general meeting, the number of Directors must not be less than two (2) (excluding Alternate Director) nor more than nine (9). At any one time, at least two (2) or one-third (1/3), whichever is higher, of the Board members must be Independent Directors. The Board shall, with the assistance of the Nomination and Remuneration Committee ("**NRC**"), review the size of the Board from time to time to ensure its effectiveness.

(d) 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 NRC 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 at least 30% women Directors on the Board.

3.2. Nomination and Appointments

(a) The appointment of a new Director is a matter for consideration and decision by the Board, upon recommendation from the NRC.

(b) In identifying candidates for appointment of directors, the Board does not solely rely on recommendations from existing Board members, management or major shareholders.

(c) In making its recommendation, the NRC shall be guided by the Terms of Reference ("**TOR**") of the NRC and Directors' Fit & Proper Policy and consider the character, experience, competence, integrity and time of the candidates, as well as the following factors:-

- skills, knowledge and expertise;
- age and gender;
- professionalism;

- culture background and diversity;
- commitment;
- contribution and performance; and
- in the case of candidates for the position of Independent Non-Executive Directors, the Board via the NRC shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.

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 or holds a position at the Supreme Council or division level in a political party.

(d) 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 from the date of appointment.

(e) New Directors are expected to have such expertise as to qualify them to make a positive contribution to the Board performance of its duties. New Directors are required to commit sufficient time to attend the Company's meetings or matters before accepting his/her appointment to the Board.

3.3. Tenure of Directors

(a) 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 once at least in each three (3) years, but shall be eligible for re-election.

(b) 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.

(c) New Directors shall hold office only until next AGM at which they will retire but eligible for re-election.

(d) The tenure of an Independent Director should 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.

If the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

Notwithstanding that, the tenure of an Independent Director in any one or more of the related corporations of the Company must not exceed a cumulative of twelve (12) years from the date of his/her first appointment as an Independent Director.

Should the Board decide to appoint an Independent Director who had served as an Independent Director of the Company or any related corporation for more than twelve (12) years before and had observed the requisite 3-year cooling off period, the Board shall provide a statement justifying the appointment/nomination of the said Independent Director and explaining why there is no other eligible candidate in the announcement in relation to the appointment of the said Independent Director and/or the notice of a general meeting.

3.4. Independent Non-Executive Directors

(a) An Independent Director means a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Group.

(b) An Independent Non-Executive Director must fulfill the provisions and definition of Independent Director of the Listing Requirements at all times and must declare their independence to the Board annually.

(c) The roles of the Independent Non-Executive Directors are essential in bringing independent judgement and ensuring all issues proposed by the Executive Directors are fully discussed and examined to take into account the long-term interests, not only of the shareholders, but also other stakeholders such as the employees and business associates.

The roles of an Independent Director, among others, shall include:-

- provide and enhance necessary independence and objectivity of the Board including providing independent and objective views and advice;
- ensure effective checks and balances on the Board;
- mitigate any potential conflict of interest that may arise in the governance of the Group;
- constructively challenge and contribute to the development of business strategies and direction of the Group; and
- ensure adequate systems and controls are in place to safeguard the interests of the Group.

3.5. New Directorship and Time Commitment

(a) Directors shall devote sufficient time to carry out their responsibilities. The Board shall obtain this commitment from its members at the time of appointment. Each Director is expected to commit time as and when required to discharge the relevant duties and responsibilities, besides attending meetings of the Board or Board Committees.

(b) Any Director shall notify the Chairman of the Board before accepting any new directorship in other public companies or companies which are subsidiaries of public company.

(c) The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company.

(d) Each Director must not hold more than five (5) directorships in companies listed on Bursa Securities.

4. Roles and Responsibilities

4.1. The Board

(i) The Board has the overall responsibility for the long-term success of the Group and delivery of sustainable value to its stakeholders. In discharging its fiduciary duties and responsibilities, the Board assumed the following corporate governance guidelines:-

(a) together with management, promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;

(b) reviewing and setting a strategic plan for the Group to ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;

(c) reviewing, challenging and deciding on management's proposals for the Group, and monitoring its implementation by management;

(d) overseeing the conduct of the Group's business to ensure it is properly managed, including supervising and assessing corporate behaviour, management performance and conduct of the business of the Group;

(e) identifying the principal risks and ensuring implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;

(f) reviewing the information and risk management and internal control system and the effectiveness of the management;

(g) ensuring there is an orderly succession of senior management positions who are of high calibre and have the necessary skills and experience. The Board delegates to the NRC to review succession plans and remuneration packages for the Directors respectively as well as the Group's policies and procedures on remuneration for the consultants who are employees of the Group. The Board also ensures that there are appropriate policies for training, appointment and performance monitoring of management positions;

(h) developing and implementing an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;

(i) reviewing and approving financial statements;

(j) reviewing and approving the Audit Committee ("**AC**") and NRC reports at the end of each financial year;

(k) reviewing and approving the Company's annual report;

(l) ensuring the integrity of the Company's financial and non-financial reporting; and

(m) undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.

(ii) The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters:-

- Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions;
- Material acquisitions and disposition of assets not in the ordinary course of business including significant capital expenditures;
- Strategic investments, mergers and acquisitions and corporate exercises;
- Limits of authority;
- Treasury policies;
- Risk management policies; and
- Key human resource issues.

4.2. Chairman

(i) The Chairman is elected by the Board members to provide leadership at Board level and represents the Board to the shareholders and other stakeholders. The Chairman will act independently in the best interest of the Group.

(ii) The Chairman is responsible for ensuring Board effectiveness and promoting the highest standards of integrity, probity and corporate governance throughout the Group.

(iii) The role of the Chairman is to ensure that the Board is functioning effectively and to undertake the following activities:

- provide leadership for the Board so that the Board can perform its responsibilities effectively;
- lead the Board in adopting and implementing of good corporate governance practices in the Group;
- lead board meetings and discussions;

- manage the interface between Board and management;
- ensure appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- set the board agenda and ensure that quality information to facilitate decision-making is delivered to Board members on a timely basis;
- encourage active participation and allow dissenting views to be freely expressed; and
- chair general meetings of shareholders.

(iv) The positions of Chairman and Group Chief Executive Officer ("**CEO**") are held by different individuals. The roles and responsibilities of Chairman and Group Chief Executive Officer are clearly segregated to further enhance and preserve a balance of authority and accountability.

(v) The Chairman of the Board should not be a member of the AC, NRC, and Risk Management and Sustainability Committee ("**RMSC**") to ensure there is check and balance as well as objective review by the Board.

4.3. Group CEO

(i) The Group CEO is primarily responsible in making major corporate decisions, managing the overall operations and resources of the Group, ensure the effective implementation of the Group's strategic plan and policies established by the Board, acting as the main point of communication between the Board and corporate operations and being the public face of the Group.

(ii) The key responsibilities of the Group CEO are:

- develop strategic direction of the Group;
- ensure Board decisions are implemented and Board directions are responded to;
- provide directions in the implementation of short and long-term business plans;
- provide strong leadership; i.e. effectively communicating a vision, management philosophy and business strategy to the employees;
- keep Board fully informed of all important aspects of the Group's operations and ensure sufficient information is distributed to Board members; and
- ensure day-to-day business affairs of the Group are effectively managed.

(iii) In discharging his responsibilities, the Group CEO can delegate appropriate functions to any Executive Director, who shall report to him.

4.4. Executive and Non-Executive Directors

(i) Executive Directors are the senior management of the Company involved in the day-to-day management of the Group.

(ii) Executive Directors assist the Board in decision-making process through their technical expertise and knowledge of the business and its industry.

(iii) Executive Directors, with the help of management, assist the Board in facilitating the orientation of new Directors and Director training and development.

(iv) Non-Executive Directors are the members of the Board who are not employees of the Group. Non-Executive Directors can be classified as:-

- those who have no direct or indirect pecuniary interest in the Group other than their Directors' emoluments and their permitted shareholdings in the Group;

- those who are not employees of the Group or affiliated with it in any other way and are not involved in the day-to-day running of business but may have a pecuniary interest in the Group, whether direct or indirect; or

- those who are not employees of the Group but are standing as nominees for substantial shareholders.

(v) Non-Executive Directors need to be sound in judgement and to have an inquiring mind.

(vi) Non-Executive Directors should question intelligently, debate constructively, challenge rigorously and decide dispassionately.

(vii) Non-Executive Directors may act as a bridge between management, shareholders and other stakeholders. They should provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

(viii) The key responsibilities of the Non-Executive Directors are:

- Advising and directing management in the development and evaluation of strategy;
- Scrutinising the performance of management in meeting agreed goals and objectives and monitoring the reporting of performance;
- Satisfying themselves that the financial information presented is accurate; and
- Reviewing the risk management and internal control systems to ensure that they are robust and defensible.

5. Board Committees

5.1. The Board has established the following Board Committees:-

(i) AC;
(ii) NRC; and
(iii) RMSC.

5.2. 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.

5.3. These Board Committees do not make decision on behalf of the Board. Each Board Committee will have the authority to examine issues within its TOR and make the necessary recommendations to the Board for its consideration and decision making.

5.4. The duties and powers delegated to these Board Committees are set out in the TOR of each Board Committee as approved by the Board. The TOR of each Board Committee is available on the Company's website.

5.5. 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.

6. Board Meetings

6.1. Frequency

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.

6.2. Notice and Meeting Materials

The notice of Board meetings, detail agenda and meeting materials should be circulated at least five (5) business days prior to each Board meeting allowing Directors sufficient time to review the same except in the case of an emergency, where reasonable notice of every Board meeting shall be given in writing. Directors are expected to review in advance Board papers in order to facilitate meaningful deliberation during each meeting.

6.3. Quorum

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).

6.4. Chairman’s role in meeting

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 during Board deliberations.

6.5. Attendance

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.

6.6. Meeting Mode

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 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. Directors are expected to strictly observe confidentiality of Company’s price-sensitive information which is not known to investing public.

In lieu of meeting, the Board is allowed to carry out resolutions by way of circulation in accordance with the Constitution of the Company.

6.7. Minutes

The minutes shall record the proceedings of the meeting, pertinent issues, inquiries or responses, members’ suggestions and the decisions made, including whether or not any Director has abstained from voting or deliberating on a particular matter, as well as the rationale behind those decisions. Minutes of meeting shall be circulated to all members of the Board in a timely manner.

6.8. Board Evaluation

The Board, through the NRC, should evaluate the performance of the individual Directors, the Board as a whole and the Board Committees to assess their performance and effectiveness.

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

6.9. Remuneration of Director

The Board will consider for adoption a remuneration policy established by the NRC designed to enhance corporate and individual performance. The level of remuneration will be designed to attract and maintain talented and motivated Directors and employees. Executive Directors are remunerated based on the Group's performance whilst the remuneration of the Non-Executive Directors is determined in accordance with their seniority and the level of responsibilities assumed.

The maximum amount of annual fees to be paid to Non-Executive Directors will be recommended by the Board and subject to approval of the shareholders.

Fees payable to Non-Executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.

In fixing the remuneration to be paid to Directors who are not employees of the Group for serving on the Board and Board Committees, the Board will consider the following:

(i) The compensation that is paid to Directors of other companies which are comparable in size to the Group.
(ii) The amount of time it is likely Directors will be required to devote in preparing for and attending meetings of the Board and the Committees on which they serve.
(iii) If a Board Committee on which a Director serves undertakes a special assignment, the importance of that special assignment to the Group and its shareholders.
(iv) The risks involved in serving as a Director and a member of Board Committees.

6.10. Induction and Training for Board Members

All new Directors appointed to the Board shall undertake an induction program coordinated by the Group CEO and NRC.

For new Directors who are appointed for the first time as Directors of a listed issuer shall complete the Mandatory Accreditation Programme (MAP) I and II required under the Listing Requirements.

All Directors shall continuously update their knowledge and skills through appropriate continuing education programmes to effectively discharge their duties and actively participate in Board deliberations.

The Board, with the assistance of the NRC, shall assess the training needs of Directors from time to time. This will ensure the Directors have access to training courses or seminars to keep themselves updated on developments related to their oversight function, as well as continuing education programs to update their knowledge and skills.

7. General Meetings

7.1. The Company regards the AGM as an important event in the corporate calendar of which all Directors and key senior executives should attend.

7.2. The Company regards the AGM as the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective, transparent and regular communication with, and constructive feedback from, the Company's shareholders.

7.3. The Chairman encourages active participation by the shareholders during the AGM.

7.4. The Chairman and, where appropriate, the Group CEO will respond to shareholders' queries during the meeting. Where necessary, the Chairman will undertake to provide a written answer to any significant question that cannot be readily answered at the general meeting.

8. Access to Information and Resources

8.1. All Directors shall have unrestricted access to the 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.

8.2. Each Board member is entitled to obtain independent professional advice at the expense of the Company. In such circumstances, the Directors shall first discuss with the Chairman and provide such request to the Board's consideration and approval.

8.3. It must be noted that such a restriction is not applicable to the Executive Director who is acting in his or her capacity of the furtherance of his/her executive responsibilities and within his/her delegate powers.

9. Dealings in securities

A Director must not deal in the Company's securities when he/she is in possession of price sensitive information. All Directors must also comply with the disclosure requirements under the Listing Requirements when dealing in the Company's securities.

10. Group Policies

10.1. The Group may from time to time establish policies and standard operating procedures (SOPs) to promote ethical behavior, transparency, and accountability within the company. These policies and SOPs will help ensure consistent and responsible practices across the organisation.

10.2. In order to foster a culture of integrity, Company has established the following policies and guidelines:-

- Code of Conduct;
- Code of Ethics;
- Anti-Bribery & Anti-Corruption Policy & Guidelines; and
- Whistleblowing Policy & Guidelines.

10.3. These policies are designed to facilitate safe reporting of misconduct, prevent corruption, define acceptable conduct and guide decision-making based on the Company's core values. They are made available for reference on the Company's website.

11. Investor and Stakeholder Liaison

11.1. The Board's investor and shareholder liaison objective is to ensure that there is effective communications with its shareholders, the financial communities and other stakeholders that fairly and accurately reflect the Group. This is to help the Group to achieve a fair market value for its securities and optimum cost of capital and at the same time to facilitate investors and potential investors to make informed investment decisions.

11.2. The Board's investor and stakeholders relations initiatives are designed and driven by the following principles:

(a) The Board will always report its financial results and material developments to Bursa Securities, its shareholders and other stakeholders in an open, timely and comprehensive manner;

(b) The Board will ensure that the Company's sustainability strategies, priorities and targets as well as performance against these targets are communicated to its internal and external stakeholders;

(c) The Board will communicate only through its designated spokespersons;

(d) The Board will proactively address reports and rumors, so as to avoid unnecessary speculation in its securities;

(e) The Board will give reasonable access to analysts and the media to help them have informed opinions of the Group, but will not seek to influence those opinions or to give information that is not available to the general public;

(f) The Board will ensure shareholders have the information they require to make an informed decision on the appointment and re-appointment of a Director. The Board will also provide a statement as to whether it supports the appointment or reappointment of the candidate and the reasons; and

(g) The Board will ensure that the AGM and EGM of the Company are conducted in an efficient manner to support meaningful engagement between the Board, Senior Management and shareholders.

12. Company Secretary

12.1. The appointment and removal of the Company Secretary is a matter for the Board as a whole.

12.2. The Board is 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.

12.3. The Company Secretary shall act as the secretary of the Board who shall be in attendance and shall be responsible for keeping minutes of all Board meetings. The Board also has access to any form of independent professional advice, information and the advice and services of the Company Secretary, if and when required, in carrying out its functions.

13. Indemnity and Insurance

The Board is responsible to consider appropriate insurance policy to mitigate liabilities of directors and officers holding office in the Group.

14. Review of the Board Charter

This Board Charter should be reviewed periodically and may be amended by the Board as it deems appropriate to ensure its relevance and effectiveness.

This revised Board Charter is approved by the Board of Directors on 24 August 2026.