



SENI JAYA CORPORATION BERHAD
(Company No. 279860-X)
(Incorporated in Malaysia)

BOARD CHARTER

(Adopted at Board of Directors' Meeting held on
27 November 2013)



**Seni Jaya Corporation Berhad
Board Charter**

BOARD OF DIRECTORS

CHARTER

Definition

In this Charter:

"Act" means the Companies Act, 1965 and any amendments from time to time;

"AGM" means Annual General Meeting;

"Board" means the Board of Directors of the Company;

"Business" means the business of the Company;

"Chairman" means the chairman of the Board and is used in a gender neutral sense;

"Company" or "Seni Jaya" means Seni Jaya Corporation Berhad;

"Director" means a member of the Board;

"MMLR" means Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

"Management" means the management personnel of the Company;

"Management Limitations" means the limitations on the actions of Management as set out in paragraph 20;

"MCCG 2012" means the Malaysian Code of Corporate Governance 2012;

"Secretary" means the Company Secretary or the representative of Company Secretary;

"Shareholders" means the shareholders of the Company; and

"Seni Jaya Group" or "Group" means Seni Jaya Corporation Berhad and its subsidiaries.

Unless there is something the subject or context inconsistent herewith, words incorporating the singular shall include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa.



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References

Companies Act, 1965

Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Malaysian Code of Corporate Governance 2012

Memorandum & Articles of Association of the Company



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PART A- INTRODUCTION

1. Objectives

This Charter aims to:-

- 1.1 formalise the responsibilities, authorities, obligations, roles and/or powers of the Board as a whole, each member of the Board and the Management in order to establish clear roles and responsibilities in achieving Seni Jaya Group's vision;
- 1.2 serve as policies, guidelines, standards, codes and practices for the Board and the Company with the objective to assist the Board in discharging its fiduciary duties; and
- 1.3 promote corporate governance practices in accordance with and where ever possible, that exceed the statutory requirements and/or standards.

The Board of Directors has plenary power. Any responsibility not delegated to Management or a Committee of the Board remains with the Board. This Charter is prepared to assist the Board and Management in clarifying responsibilities and ensuring effective communication between the Board and Management.

This Board Charter is not an "all inclusive" document and should be read as a broad expression of principles. It would be reviewed on a periodic basis and may be amended by the Board from time to time to ensure that the practices of the Board are consistent with the prevailing MCCG, laws and/or regulations and to reflect the Board's commitment to best practice in MCCG.

2. Seni Jaya Group Philosophy

"Craft of Success" on the people, the products, the quality and innovative technological aspect that make SENI JAYA a market leader in the outdoor advertising industry.

3. Seni Jaya Group Vision

Position SENI JAYA as a quality and innovative oriented, social responsive company and continue to be a prime Malaysian enterprise offering superior services and products that meet the trends of the world market and evolving needs of our client



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PART B – THE BOARD

4. Duties and Responsibilities of the Board as a whole

The Board is responsible for the proper stewardship of the business and affairs of the Company entrusted by the Shareholders with a view of enhancing their long-term value. In carrying out its responsibilities, the Board collectively, and each member of the Board individually, will act honestly, fairly, diligently and in accordance with applicable laws.

4.1 The principal responsibilities of the Board, which facilitate the discharge of the Board's stewardship in the pursuit of the best interest of the Company, are as follows:-

- reviewing and adopting strategies and business plans of the Company, including establishing Company goals and ensuring that strategies are in place to achieve them;
- overseeing the conduct of the Company's business to evaluate whether the business is being properly managed and sustained;
- establishing policies for strengthening the performance of the Company including ensuring that Management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- identifying principal risks and ensuring the implementation of appropriate systems to manage these risks;
- succession planning, including appointing, training, fixing the compensation of and where appropriate, replacing Senior Management;
- reviewing the adequacy and the integrity of the Company's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- developing and implementing an investor relations programme or shareholder communications policy for the Company;
- deciding on whatever steps necessary to protect the Company's financial position;



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- ensuring that the Company's financial statements are true and fair and conform to any applicable laws and/or regulations;
 - determine the remuneration of Executive Chairman/Directors and Non-Executive Directors of the Group, with the individuals concerned abstaining from discussions on their own remuneration; and
 - ensuring that the Company adheres to high standards of ethics and corporate behaviour.
- 4.2 In the normal course of events, day-to-day management of the Company will be in the hands of Management and under the stewardship of the Managing Director/Executive Chairman.
- 4.3 The Board will satisfy itself that the Company is achieving the Company Goals.

5. Due Diligence

On discharging their duties, each director must:-

- exercise due care and diligence;
- act in good faith for the best interests of the Company;
- not to misuse the authorities assigned to him/her and information possessed from his/her office;
- observe all statutory and compliance requirements and this Board Charter; and
- observe the Code of Conduct.

6. Composition of the Board

- 6.1 The number of Directors shall not be less than two (2) nor more than nine (9) in accordance with Article 95(b) of the Company's Articles of Association.
- 6.2 At least two (2) or one third (1/3) of the Board, whichever is higher, shall be Independent Directors as defined in the MMLR.
- 6.3 For the effective functioning of the Board, the positions of Chairman and Managing Director should be held by different individuals. To the extent



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practicable, the Chairman shall be a non-executive member of the Board and where the Chairman is not an independent director; the Board shall comprise a majority of independent directors.

6.4 The Board is supportive of gender diversity in the boardroom as recommended by the MCG 2012.

6.5 Chairman of the Board

6.5.1 There shall be a member of the Board designated as Chairman of the Board.

6.5.2 Chairman must possess such necessary skills and knowledge to lead the Board to discharge its duties.

6.5.3 The Chairman of the Board is principally responsible for the overall functioning of the Board, which include: -

- Providing leadership to the Board, without limiting the principle of collective responsibility for Board decisions;
- Chairing meetings of the Board in a manner that will encourage constructive discussion and effective contribution from each Director;
- Reviewing the minutes of meetings of the Board before meetings, to ensure that such minutes accurately reflect the Board's deliberations;
- Ensuring the Company conducts orientation and education program for new directors;
- Initiating, normally in conjunction with the Management, the formulation of a business plan at the beginning of each year to ensure that the Board establishes the goals it wishes to achieve and the means by which this will be carried out;
- Initiating the establishment of Board Committees and ensuring that they achieve their objectives; and
- Promoting high levels of corporate governance.

6.5.4 The Board communicates with Shareholders at Shareholders' meetings and through the distribution of its annual reports. The Chairman will



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chair these meetings and inform the Shareholders of the Company's affairs.

This role calls for skills and qualities that allow and encourage Shareholders to express their opinions. The Chairman should possess the capability to summarise and unify thoughts and ideas as well as to manage the meeting effectively.

- 6.5.5 The Chairman also leads the role in presenting the Company's cause, whether formally or informally, to the authorities, institutional or potential investors and those having an influence on the environment in which the Company operates.

6.6 Executive Chairman

- 6.6.1 Executive Chairman is, in essence, the conduit between the Management and the Board in ensuring the success of the Company's management and governance function. Executive Chairman is responsible for the effective implementation of the Group's strategic plan and policies established by the Board as well as to manage the daily conduct of the business to ensure its smooth and efficient operations.
- 6.6.2 Executive Chairman is accountable to the Board for the achievement of Group's goals and objectives and accountable to the Board for the observance of Management's limits of authority.
- 6.6.3 Executive Chairman is expected to act within all specific authorities delegated to him by the Board.
- 6.6.4 Generally, the Executive Chairman is responsible to the Board for the following:
- executive management of the Group's business, covering, inter-alia, the development of a sustainable strategic plan, an annual operating plan and budget, performance benchmarks to gauge Management's performance, and an analysis of Management reports;
 - developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved;



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- directing and controlling all aspects of the business operations in a cost effective manner;
- effectively representing the interest of the Group with major customers, governments and their agencies, and industries at large, to ensure general goodwill towards the Group and cooperation is maintained;
- assuring that the Group's corporate identity, products and services are of high standards and are reflective of the market environment; and
- providing assistance to members of the Audit Committee, Nomination Committee and Remuneration Committee, as required, in discharging their duties.

6.6.5 In discharging the above responsibilities, the Executive Chairman can delegate appropriate functions to any member of Senior Management, who shall report to the Executive Chairman.

6.7 Managing Director ("MD")

6.7.1 The Board will link the Company's governance and management functions through the MD.

6.7.2 MD shall be a member of the Board.

6.7.3 MD must not be the Chairman of the Board.

6.7.4 Where the office of MD is vacant, all of the executive directors of the Board shall singly and collectively assume the role of MD for the purpose of this Charter, albeit not officially named so.

6.7.5 The MD is expected to keep the Board informed on all matters which may materially affect the Company and its business.

6.7.6 The MD is accountable to the Board for the achievement of the Company goals and the observance of the Management limitation.

6.8 Non-Executive Directors ("NED")

6.8.1 The role of the NED is primarily on monitoring executive authority and contributing to the development of strategy.



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6.8.2. NED would act as a bridge between the Management and stakeholders in particular the shareholders of the Company. NED would provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

6.8.3 The role of the NED can be further clarified as follows:-

- **Strategic Direction:** To provide a creative and informed contribution and to act as a constructive critic in looking at the objectives and plans devised by the MD and the Management.
- **Monitoring Performance:** Monitoring the performance of the Management, especially with regard to the progress made towards achieving the determined company strategy and objectives.
- **Risk:** Satisfy themselves that the financial information presented is accurate and that financial controls as well as systems of risk management are robust and defensible.
- **Communication:** The Company's and Board's effectiveness can benefit from outside contacts and opinions. NED, therefore, can help to connect the business and Board with networks of potentially useful people and organisations.

6.9 Independent Non-Executive Director ("INED")

6.9.1 INED are essential for protecting the interests of Shareholders and can make significant contributions to the Company's decision making by bringing in the quality of detached impartiality. Since an INED has no conflict of interests in the discharge of his duties, he ought to approach any approval for a transaction or other matter that is being sought at the Board level with a watchful eye and with an inquiring mind.

6.9.2 An INED is especially important in areas involving the interests of Management, the Company and/or the Shareholders, such as executive performance and remuneration, related party transactions and audit.

6.9.3 INED is considered an individual who:-



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- is an independent director as defined under Paragraph 1.01 of the MMLR.
- is approved by Shareholders in a general meeting to be retained as an independent director where he has served in that position for more than nine (9) years. (see paragraph 6.9.5 below)

6.9.4 It is important to bear in mind that even if a person does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01 of the MMLR, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company.

The attributes of collegial yet independent decision-making that must be vested in the Independent Director will be determined in part by the character of the individual and that of the whole ethos of the Board.

6.9.5 The tenure of an Independent Director shall not exceed a cumulative term of nine (9) years. However, upon completion of the nine (9) years, the Independent Director may continue to serve on the Board subject to him/her redesignation as NED. In the event the INED is to be remained as an Independent Director, the Board shall first justify, upon the recommendation of the Nomination Committee and obtain Shareholders' approval.

6.9.6 The Board undertakes to assess the independence of INED on an annual basis.

6.10 Senior Independent Non-Executive Director ("SINED")

6.10.1 There shall be an INED of the Board designated as SINED.

6.10.2 Responsibilities of the SINED include:-

- Serving as the key person outside the Management of the Company to whom Shareholders may convey their concerns to; and
- Communicating concerns received from Shareholders/external parties through appropriate channel.



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7 Board Committees

The Board may delegate specified matters to individual members or committees of the Board to oversee critical or major functional areas and to address matters which require detailed review or in-depth consideration. All such committees must be provided with written terms of reference which state clearly the extent and limits of their responsibilities and authority, specifically whether they have authority to decide on behalf of the Board or are to report back to the Board.

The relevant committees established are as follows:-

- Audit Committee
- Remuneration Committee
- Nomination Committee

8 Board Meeting

8.1 Directors will use their best endeavours to attend Board meetings. Directors are expected to participate fully and constructively in Board discussions and other activities and to bring the benefit of their particular knowledge, skills and abilities to the Board.

8.2 Board discussions will be open and constructive, recognising that genuinely held differences of opinion could bring greater clarity and lead to better decisions. The Chairman will, nevertheless, seek a consensus in the Board but may, where considered necessary, call for a vote. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or disclosure is required by law. Subject to legal or regulatory requirements, the Board will decide the manner and timing of the publication of its decisions.

8.3 The Board will normally hold meetings at least four (4) times in each financial year and will hold additional meetings as the situation requires. At each meeting the Board will consider a report on the financial performance.

In addition, the Board will:-

- review the Company Goals;
- review the strategies for achieving the Company Goals;



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- approve annual financial statements, reports to Shareholders and public announcements;
 - approve the annual report;
 - consider and, if appropriate, declare or recommend the payment of dividends;
 - review the Board composition, structure and succession;
 - review the Company's audit requirements;
 - review the performance of, necessity for and composition of Board committees;
 - undertake Board and individual Director evaluations;
 - review Directors' remuneration; and
 - review risk assessment policies and controls including insurance covers and compliance with legal and regulatory requirements.
- 8.4 Directors are expected to strictly observe confidentiality of the Company's information. Directors are refrained from making improper use of information gained through their position of director for their own interest, or their employers' interest, if applicable.
- 8.5 Procedures of Board Meeting
- 8.5.1 Meetings will be conducted at least once on a quarterly basis.
- 8.5.2 If additional meetings are to be convened, any one (1) Director may request for such meeting to table matters of urgency, and the Company Secretary shall upon the request of the Chairman of the Board or any one (1) of the Directors, convene a meeting.
- 8.5.3 The Chairman shall preside at every meeting of Directors but if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act then the Directors shall choose one of their number to be Chairman of the meeting. *(Reference : Article 121 of the Company's Articles of Association ("AA"))*



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- 8.5.4 The Board may invite external parties such as the auditors, solicitors or consultants as and when the need arises. Such invited parties may attend part or all of the Board Meetings at the discretion of the Board.
- 8.5.5 The Directors may participate in a meeting of the Directors by means of telephone and video conference or by other means of communication. The physical presence of Director(s) is not compulsory and participation in the meeting in the aforesaid manner shall be deemed to constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting. A Director may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting. *(Reference : Article 128(2) of the AA)*
- 8.5.6 Meetings and proceedings of the Board shall be governed by the Company's Articles of Association.
- 8.5.7 The notice of a Directors' meeting shall be given in writing at least seven (7) days, or shorter notice where it is unavoidable, prior to the meeting. The agenda shall include, amongst others, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.
- 8.5.8 The quorum necessary for the transaction of business of the directors, unless so fixed, shall be three (3) *(Reference : Article 117 of the AA)*
- 8.5.9 The agenda shall address high-priority strategic and operational issues, where necessary, and ensure that there is enough time for discussion. Agenda issues shall be aligned with the overall Company's context, including its starting situation, aspiration and priorities.
- 8.5.10 Minutes are prepared following a Board meeting and are circulated in draft form. The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions.



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8.6 Conflict of Interest

- 8.6.1 Board members are required to inform the Board the conflict or potential conflict of interest they may have in relation to particular items of business in advance.
- 8.6.2 Board members are required to disclose their shareholdings in the Group and other directorships that may cause any potential conflict of interest.
- 8.6.3 Board members should absent themselves from discussion or decisions on matters in which they have a conflicting interest.

9 Access to information

- 9.1 A record of submissions presented to the Board is maintained and held by the Company Secretary together with minutes of meetings, and is accessible to Directors.
- 9.2 All Directors (Executive and Non-Executive) have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of the Company.

10 Independent Professional Advice

- 10.1 The Board as well as any Director is entitled to obtain independent professional advice relating to the affairs of the Group or to his/her responsibilities as a Director.
- 10.2 Subject to prior approval of the Chairman, the cost of the advice will be reimbursed by the Company but the Director will ensure, so far as is practicable, that the cost is reasonable.

11 Continuing Development and Training

- 11.1 The Board via the Nomination Committee should assess the training needs of each Director and to decide on the type of training that may be required for effective and efficient discharge of Directors' duties and responsibilities.
- 11.2 The costs of the induction, mandatory accreditation programme and/or continuing education program shall be borne by the Company.



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- 11.3 All trainings attended by Directors shall be disclosed in the Annual Report. In special circumstances, valid justifications for non-attendance at any of the trainings shall also be disclosed.

12 Board Appointment in Other Companies

- 12.1 Directors are expected to devote sufficient time and attention to the affairs of the Company. Any Director is, while holding office, at liberty to accept other Board appointment(s) in other companies so long as the appointment is not in conflict with the Company's business and does not affect the discharge of his duty as a Director of the Company.
- 12.2 Pursuant to the MCGG 2012, the Board should set out expectations on time commitment for its members and protocols for accepting new directorships. In this instance, Board members are expected to achieve at least 50% attendance of total Board Meetings in any applicable financial year with appropriate leave of absence be notified to the Chairman of the Board and/or Company Secretary, where applicable.

13 Provision of Business or Professional Services by Directors

- 13.1 Directors shall not provide business or professional services on an ongoing nature to the Company.
- 13.2 Notwithstanding the provision of paragraph 13.1, the Company is at liberty to:
- engage the services of any Director having special expertise in the particular field for the purpose of a special assignment; or
 - engage the services of a party related to a Director's of an organisation, so long as the terms of engagement are competitive, clearly recorded and all legal requirements for disclosure of the engagement are properly observed.

14 Shareholdings by Board Members in the Company

- 14.1 Board members may hold shares in the Company. Any transactions involving the shares of the Company, be it buying, selling or transfer to third party, Board members must strictly observe the disclosure requirements and/or



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provisions under the Act, MMLR and all other relevant legislative and regulatory requirements.

15 Directors' Protection Deeds

- 15.1 The Company shall indemnify the act of director if it is acted in good faith and it was believed that the action was done in the best interest of the Company at the time of the act.

16 Directors' Remuneration

- 16.1 The compensation system takes into account the performance of Executive Chairman and MD and the competitive environment in which the Group operates. The Executive Chairman and MD are not and should not be taking part in deciding his own remuneration.
- 16.2 The remuneration of the NEDs will be based on the experience and the level of responsibilities undertaken by them. The determination of the remuneration of the NEDs shall be matter of the Board as a whole with the Director concerned abstaining from deliberation and voting in respect of his/her individual remuneration.
- 16.3 The Directors' fees payable to NEDs are subject to the approval of the Shareholders at the AGM.

PART C- DIVISION OF AUTHORITIES, RESPONSIBILITIES AND DUTIES BETWEEN THE BOARD AND MANAGEMENT

17 Responsibilities and Duties of the Board

The Board retains the ultimate authorities over all the affairs of the Company. In practise, the Board delegates most of its authorities in relation to the daily operation of the Company to Management. However, the following matters shall be reserved for the decision by the Board:-

- Any subject matter with size or impact greater than 5% of the latest audited consolidated Shareholders' equity of the Group;
- Any subject matter with a related party with size or impact greater than 1% of latest audited consolidated Shareholders' equity of the Group;



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- Any subject matter to make bank borrowings or provide warranty;
- Any subject matter which will change the direction, strategy, value or goal of the Company and its major subsidiaries;
- Any subject matter which will substantially affect the reputation, image, profitability and sustainability of the Company and its major subsidiaries;
- Any subject matter which relates to conflict of interests of Directors and/or major Shareholders; and
- Any subject matter which required by Memorandum and Articles of Association of the Company, law or any other statutory requirements to be decided by the Board.

18 Managing Director

The responsibilities of MD (with the assistance of Executive Chairman) include:-

- Leading and managing the management team of the Group;
- Assisting the Board in discharging its fiduciary duties;
- Reporting to the Board of material operational updates;
- Recommending to the Board of opportunities and business options;
- Implementing business plan, directions and strategies adopted by the Board;
- Ensuring compliances of relevant laws, regulations requirements, guidelines and standards;
- Delivering results;
- Regular report to the Board on the key issues arising from the operation of the Group to enable the members of the Board to have a summarised but precise view of the operation of the Company;
- Regular report to the Board on the contemporary development of the industry/industries concerning the Company; and
- Regular report to the Board on its future plan on growing and sustaining of the operation of the Company.



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19 Finance Manager ("FM")

- 19.1 FM shall be the ultimate head of the finance and accounting function of the Group.
- 19.2 Where the office of FM is vacant, the person with highest rank in the finance and accounting function of the Company shall assume the role of FM for the purpose of this Charter, albeit not officially named so.
- 19.3 Where the FM is not a member of the Board, the Board must ensure that this Charter is binding on the FM in the management system.
- 19.4 Responsibilities of FM include:-
- Leading and managing the finance and accounting function of the Group;
 - Facilitating Audit Committee in discharging its duties;
 - Facilitating the implementation of internal control system, risk management and corporate governance;
 - Ensuring timely, transparent, true and fair presentation of financial reports;
 - Ensuring compliance of relevant laws, regulations, requirements, guidelines and standards;
 - Report to the Board the financial information prescribed in next subparagraph at least once in a financial quarter and not later than two (2) months after the end of the financial quarter. The report is named Quarterly Report;
 - Prepare Quarterly Report in consolidated basis and contain at least the information required on interim financial reporting by the accounting standards applicable in Malaysia and MMLR;
 - Report to the Board on material events and circumstances that had caused or would cause a material financial impact to the Company; and
 - To ensure that Quarterly Report must be adopted and approved by the Board before it is published to Shareholders and general public.



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20 Management Limitations:-

- 20.1 The MD is expected to act within all specific authorities delegated by the Board.
- 20.2 The MD is expected not to cause or permit any practice, activity or decision that is contrary to generally accepted good business practice or professional ethics.
- 20.3 The MD is expected to take into consideration the Company's goals in allocating the capital and resources of the Company.
- 20.4 The MD is expected not to cause or permit any action without taking into account the health, safety, environment and political consequences and their effect on long-term shareholder value.
- 20.5 The MD is expected not to cause or permit any action that is likely to result in financial distress of the Company.
- 20.6 The assets of the Company are expected to be adequately maintained and protected, and not unnecessarily placed at risk. In particular, the Company must be operated with a comprehensive system of internal control, and assets of funds must not be received, processed or disbursed without controls that, as a minimum, are sufficient to meet standards acceptable to the Company's external auditors.
- 20.7 The MD is expected not to permit the employees and any other parties working for the Company to be subject to treatment or conditions that are undignified, inequitable, unfair or unsafe.
- 20.8 The MD is expected not to cause or permit payments to be made or rewards given unless they are in return for contributions towards the purposes of the business and are proportional to the extent that the contribution in question has furthered such purposes.

PART D - COMPANY SECRETARY

21 Role and Responsibilities of the Company Secretary

- 21.1 The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognises the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties.



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- 21.2 The key role of the Company Secretary is to provide advice and guidance for the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 21.3 The primary responsibilities of the Company Secretary shall include the following:-
- ensuring that Board procedures and applicable rules are observed;
 - maintaining records of the Board and ensuring effective management of the organisation's records;
 - preparing minutes to document Board proceedings and ensure conclusions are accurately recorded; and
 - timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirements.

PART E – EFFECTIVE COMMUNICATION

22 Communication with Shareholders and Investors Relations

- 22.1 The Board shall endeavour to familiarise themselves with all issues of concern to Shareholders and keep them informed with all the material business matters affecting the Company on a timely basis.
- 22.2 The Board shall maintain an open and transparent policy which enables both the Board and Management to communicate effectively with its Shareholders, stakeholders and the general public.
- 22.3 The Board shall ensure that the views of the majority Shareholders are considered in its decision making. In addition, the minorities' interest should also be adequately protected.
- 22.4 The Board shall ensure the Company leverage on information technology for effective dissemination of information and the Company's website to provide easy access to corporate information pertaining to the Company and its activities and is continuously updated.
- 22.5 The Board adopt the following measures in relation to the effective communication with the Shareholders of the Company:-



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- Material information, updates and periodic financial reports are published on timely basis through announcements to Bursa Malaysia Securities Berhad;
- A company's website (<http://www.senijayacorp.com>) is maintained and the website contains relevant information for Shareholders;
- Annual reports are delivered to all Shareholders not less than twenty one (21) clear days before the AGM;
- Ad-hoc press release and conferences are held to address important updates on Company's prospects and developments;
- Open sessions for questions and answers are made available to Shareholders during general meetings; and
- Assign specific personnel in-charge of addressing inquiries from Shareholders, investors and the public. The Senior Independent Director of the Company shall also serve as the principal conduit to whom concerns of Shareholders may be conveyed.

PART F – CORPORATE RESPONSIBILITY

23 Corporate Responsibility

As a socially-responsible corporate citizen, the Board is committed to social and environment sustainability. This fundamental Corporate Responsibility is advocated by the Board and intensively nurtured and practiced by Management with firm commitment to three (3) major stakeholders:-

23.1 Employees

The Board acknowledges that the employees are most valuable assets of the Company and play a vital role in achieving the Company Goals.

The Board is committed to upheld fair compensation, investment in training and development and also ensures a high safety standards in the working environment are maintained for all of the employees.

23.2 Customer

The Board is committed to ensure the Management place the highest regards in relation to the safety and quality of products. The Management shall



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improve its products and services in order to achieve the highest customer satisfaction.

23.3 Environment

The Board is committed to ensure the Management preserve and enhance the society's quality of life by improving the Company's activities in order to sustain the environment in all areas of the Company's operations.

PART G – BOARD CHARTER

24 Review of Board Charter

- 24.1 The Board endeavour to comply at all times with the principles and practices as set out in this Board Charter.
- 24.2 The Board will review this Board Charter from time to time and make any necessary amendments to ensure they remain consistent with the Board's objectives, current law and practices.