

Board Charter

1. Purpose of the Board Charter

This Board Charter is intended to provide a clear statement of the roles, responsibilities, processes and operations of the Board of Directors (“the Board”) of Greentronics Technology Berhad (formerly known as Mpire Global Berhad) (“**Greentronics**” or the “**Company**”). It is intended to ensure that the practices of the Board are consistent with and reflect the Board’s commitment to best practice in corporate governance. This Board Charter will be primary induction literature to provide guidance to prospective Board members and senior management.

2. Authority

This Board Charter derives its authority from the powers of the Board contained in the Constitution of the Company and the law and regulations governing companies in Malaysia. Where applicable, specific authority may only be granted upon approval of the shareholders in the general meetings.

3. Roles of the Board

3.1. Duties and Responsibilities

The Board’s role is to conduct the Group in the best interests of the shareholders. It leads, guides and sets strategic directions for the Group, which is in turn planned and executed by management.

The Board assumes, amongst others, the following duties and responsibilities:-

- a) Reviewing and adopting the Company’s strategic plans;
- b) Overseeing the conduct of the Company’s business;
- c) Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;
- d) Succession planning;
- e) Overseeing the development and implementation of a shareholder communications policy for the Company; and
- f) Reviewing the adequacy and integrity of management information and internal control system of the Company.

3.2. Schedule of Matters Reserved for Collective Decision of the Board Matters specifically reserved for the Board are:-

- a) Appointment of directors, CEO and other members of senior management;
- b) Announcements including approval and releases of financial results and annual reports;
- c) Strategic plans, operating budgets, significant investments and capital expenditures; and
- d) Corporate policies with inherent risk management and internal control systems to ensure good corporate governance and business practices.

4. Position Description

4.1. Chairman

The primary role of the Chairman is to provide stewardship for the Board. Where appropriate, the Chairman also acts as the communicator for Board decisions.

Specific responsibilities of the Chairman includes:-

- a) Chairing Board meetings;
- b) Monitoring the conduct of Board meetings;
- c) Ensuring that all issues relevant to the effective operation of the Company's business are on Board meeting agendas;
- d) Ensuring that sufficient and quality information is provided to or accessible by all Board members on a timely basis, to facilitate decision-making;
- e) Determining the date, time and location of the Annual General Meeting ("AGM") and to develop the agenda for the meeting with input from the Managing Director; and
- f) Chairing the AGMs.

4.2. Executive Directors

Executive Directors represent management on the Board. They are the liaison point between the Board and the management of the Group, supporting and ensuring that strategic directions set by the Board are properly communicated to and implemented by management.

Responsibilities of Executive Directors include:-

- a) Developing, upon receipt of strategic plans from the Board, implementation plans in the short, medium and long term, as well as associated business plans and reports to provide progress updates to the Board;
- b) Managing the executives of the Group to ensure smooth running of the Group's business operations;
- c) Overseeing the daily operations of the Group and ensuring that operations are carried out in accordance with directives from the Board;
- d) Identifying and evaluating risks to which the Group, its business or its assets are exposed, and implementing risk management measures;
- e) Bringing material matters to the attention of the Board in an accurate and timely manner; and
- f) Communicating with stakeholders of the Group to maintain a good corporate image and to identify external sentiments towards the Group which may affect its performance or achievement of its objectives.

4.3. Non-Executive Directors

Non-Executive Directors serve as check and balance for the Executive Directors and management, and provide alternate views during Board discussions for wholesome consideration of issues.

Responsibilities of Non-Executive Directors include:-

- a) Providing scrutiny and constructive feedback on strategies proposed for Board consideration by management;
- b) Monitoring the operational performance and progress of management in achieving

- the directives from the Board;
- c) Performing reasonable steps to ensure that the risk management framework in place in the Group is sufficient to minimize risk to an acceptable level; and
 - d) Determining appropriate levels of remuneration for Executive Directors, and to play a key position in appointing, and where necessary, removing executive directors and in succession planning.

5. Board Membership

5.1. Board Composition and Balance

- a) At least two (2) Directors, or one-third (1/3) of the Board, whichever is the higher, are independent directors. For sake of clarity, “Independent Directors” shall have the meaning as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and at least one (1) woman director is appointed to the Board. If the number of directors of the listed issuer is not 3 or a multiple of 3, then the number nearest 1/3 must be used;
- b) In the event of any vacancy in the board of directors, resulting in non-compliance with (a) above, a listed issuer must fill the vacancy within 3 months;
- c) To the extent where practicable, the Board should comprise at least half Independent Directors. A Board comprising a majority of Independent Directors allows more effective oversight of Management;
- d) The roles of the Chairman and the Managing Director must be held by different persons;
- e) Pursuant to the Malaysian Code of Corporate Governance 2021, the tenure of an Independent Director should not exceed a term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the board as a non-independent director. In the event that the Board wishes to retain an Independent Director who has been in office for more than nine (9) years, the Board must justify and seek shareholders’ approval through a two-tier voting process; and
- f) The number of Board shall not be less than two (2) and not more than eight (8) as set out in the Constitution of the Company (as amended from time to time) (“**Constitution**”). The Board shall from time to time examine its size with a view to determining the impact of its number upon its effectiveness, subject always to compliance with the Constitution.

5.2. Appointments and Re-elections

The appointment of a new Board member is subject to deliberation and approval from the entire Board, with input from the Nomination Committee (“**NC**”). Criteria considered in the appointment of a new Board member typically includes whether the candidate possesses a specific area of expertise, knowledge, experience, character, independence, gender and ethnicity.

All Directors of the Group are to offer themselves for re-election three (3) years after being appointed into office. Eligibility for Director re-election is subject to satisfactory findings from the assessment by the NC and the Board, upon which such Directors may be offered for re-election by the Group shareholders at the subsequent AGM.

At least one-third (1/3) of the Board are to retire from office at each AGM. The Constitution of the Company and Section 205 of the Companies Act 2016 provides that

the Directors with the longest tenure since their most recent appointment shall retire.

Where a Director is appointed to fill a casual vacancy, or as an addition to the Board, that Director shall also retire at the subsequent AGM, and be eligible for re-election.

5.3. New Directorship

Where Directors are considering accepting new directorships during their tenure on the Board, they are required to inform the Chairman and NC, bearing in mind the maximum number of directorships allowed under the Main Market Listing Requirements. Directors are required to update the Board on directorships held during the annual assessment conducted by the NC.

6. Performance

6.1. Remuneration

Board remuneration is decided by the Board collectively. Individual Directors are to abstain from deliberation and decision-making on their own remuneration package.

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

Fees payable to Directors shall not be increased except pursuant to a resolution passed at a general meeting, where notice of the proposed increase has been given in the notice convening the meeting.

6.2. Continuing Education

Directors are expected to attend training programs to equip them with knowledge to effectively discharge their duties. The NC assesses the requirements of the Bursa Malaysia Securities Berhad against the needs of individual Directors to determine and advise Directors on the necessary training to be attended.

6.3. Performance Assessment

Assessments on the performance and independence of individual Board members are carried out annually. Self-reviews and peer-reviews are completed by each Board member, the results are compiled and analysed by the Company Secretary and tabled at a Nomination Committee meeting.

7. Investor Relations and Shareholder Communication

The Board is committed to maintaining transparency in its communication with shareholders. Material updates and regular financial reports are announced to keep shareholders abreast of happenings at the Company and Group level. Board members are also encouraged to attend AGMs, with the exception of the Chairman for whom attendance is compulsory. This is to provide shareholders an opportunity to raise concerns and provide their views on the running of the Company or Group.

8. Board Committees

The Board may, from time to time, establish Board Committees to assist it in the discharge of its responsibilities. The Committees perform evaluations on their specific area of concern and provide recommendations to the Board. Ultimate decision-making authority lies with the Board as a whole during Board meetings.

The longstanding Board Committees established are:-

- a) Audit and Risk Management Committee;
- b) Nomination Committee; and
- c) Remuneration Committee.

Each Board Committee operates based on its Terms of Reference, approved by the Board and outlining its authority and duties. Formal minutes of each Committee meeting are prepared and circulated to each Director before the subsequent Board meeting, together with a list of recommendations and/or issues for Board consideration.

Membership of Board Committees is based on the needs of the Company, relevant legislative and other requirements and the skills and experience of the individual Directors.

Membership of the Audit and Risk Management Committee, Nomination Committee and Remuneration Committee are restricted to Non-Executive Directors, with a majority being Independent Directors.

The Board has sole responsibility over the appointment of Directors to Committees. The role, function, performance and membership of each Committee is reviewed on an annual basis as part of the Board's self-assessment process.

9. Board Meetings

The Board shall meet at least four (4) times in a financial year, although additional meetings may be called at any time at the Chairman's discretion.

The quorum of Board meeting shall be two (2) and a meeting of Directors for the time being at which a quorum present shall be competent to exercise all or any of the powers, authorities and discretions by or under the Constitution vested in or exercisable by the Directors generally.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member at least five (5) days before the date of the meeting.

Proceedings of all meetings are minuted and signed by the Chairman of the meeting. Minutes of all Board meetings are circulated to the directors and approved by the Board after the meeting or at the subsequent meeting.

Actions on all matters arising from any meeting are reported at the following meeting.

The Board may invite external parties such as auditors (both internal and/or external 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.

Any Director who has a direct or deemed interest in the subject matter to be deliberated shall abstain

from deliberation and voting on the same during the meeting.

In the event the elected Chairman is not able to attend a meeting, a member of the Board shall be nominated as Chairman for the meeting.

The Board meeting may be held and conducted through the telephone or any communication equipment which allows all persons entitled to receive notice and participate in the meeting. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the directors present in Malaysia for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Board. The resolutions are to be recorded in the Company's minutes book kept by the Company Secretary.

10. Declaration of Interests

Directors are required to take all reasonable steps to avoid situations in which there may be actual, potential or perceived conflict of interests with the Company or Group. Directors must comply with the requirements of the Companies Act, 2016 and the Company's Code of Conduct with respect to the disclosure of conflicts of interest.

Where a Director has, directly or indirectly, an interest in a contract, corporate proposal or arrangement to be deliberated by the Board, he/she shall abstain from Board discussion and voting on the matter.

11. Resources Available to Directors

Every Director has the right to the resources necessary for the performance for his/her duties. The cost of obtaining such resources shall be borne by the Company, upon approval from the Chairman.

Resources available to the Directors include:-

- a) Information pertaining to the Company or Group;
- b) Access to the advice and services of the Company Secretary; and
- c) Independent professional or other advice.

12. Review of the Board Charter

Where necessary, the Board Charter will be reviewed and updated by the Board to ensure its relevance in assisting the Board to discharge its duties with the changes in the corporate laws and regulations that may arise from time to time and to remain consistent with the Board's objectives and responsibilities. Any updates to this Board Charter shall be made available on the corporate website.

This Board Charter was reviewed and approved by the Board on 24 April 2026.