

**NORTHEAST GROUP BERHAD (202201025913 (1471610-P))**  
**BOARD CHARTER**

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**1. INTRODUCTION**

- 1.1 The Board of Directors (“**Board**”) of Northeast Group Berhad (“**Northeast** or the “**Company**”) recognises corporate governance as being vital and important to the success of the businesses of Northeast and its subsidiaries (“**Group**”). The Board is committed to apply the requisite policies to ensure that the principles of good governance are practiced in all of its corporate and business dealings.
- 1.2 The Board is the focal point of the Group’s corporate governance system. It is ultimately accountable and responsible for the performance and affairs of the Group and is also responsible to oversee the Group’s corporate governance framework. All Board members are expected to act in a professional manner, thereby upholding the core values of integrity and enterprise with due regard to their fiduciary duties and responsibilities.
- 1.3 All Board members are responsible to the Group for achieving a high level of good corporate governance. This Board Charter shall constitute and form an integral part of each Director’s duties and responsibilities but it does not overrule or pre-empt the statutory requirements of Directors enshrined in the Companies Act 2016 (“**CA**”), the Income Tax Act 1967, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”), Capital Markets and Services Act 2007 and other relevant statutes, including the conduct of the Board as stipulated in the Constitution of the Company.

**2. OBJECTIVES**

- 2.1 The objectives of the Board Charter are to ensure that all Board members acting on behalf of the Group are aware of their duties and responsibilities as Board members and the various legislations and regulations governing their conduct, and that the principles and practices of good corporate governance are applied in all their dealings in respect and on behalf of the Group.
- 2.2 The Board Charter is not an “all inclusive” document and should be read as a broad expression of principles. The Board Charter will be reviewed on a periodic basis and may be amended by the Board from time to time.
- 2.3 The Board Charter is a source of reference and primary induction program to provide insights to prospective Board members and senior management.

**3. COMPOSITION AND BOARD BALANCE**

- 3.1 The Board consists of qualified individuals with diverse skills, experiences, knowledge and perspectives. The composition and size of the Board are such that it facilitates the decision making and effective discharge of its roles and responsibilities for the benefit of the Group and its business.

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- 3.2 The Company's Constitution allows a minimum of two (2) and a maximum of twelve (12) Directors on the Board. The Board shall, from time to time, review its size and composition to ensure its appropriateness.
- 3.3 The Board recognises the importance of independence and objectivity in the decision-making process. At least half of the Board shall comprise Independent Non-Executive Directors.
- 3.4 On boardroom diversity, the Board recognises that diversity in the Board as well as the Group's workforce is crucial in maintaining a sound corporate governance, setting business strategy, among others. The Board is supportive of boardroom gender diversity; hence, the Board shall ensure it comprises at least one (1) woman director and the Company endeavour to have at least 30% women directors as recommended by the Malaysian Code on Corporate Governance that was published in April 2021.
- 3.5 The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations.
- 3.6 The Board shall disclose in the Annual Report on the Company's policy on gender diversity for the Board and senior management.

**4. DUTIES AND RESPONSIBILITIES OF THE BOARD**

The Board recognises the key role it plays in charting the strategic direction of the Group and has assumed the following principal responsibilities in discharging its fiduciary and leadership functions:-

- (a) Review and adopt strategies, business plans and significant policies, ensure that the Group's goals are clearly established and to monitor the senior management's performance in implementing such strategies, plans, policies to determine whether:-
  - (i) the business is properly managed within the aspects of environment, social, governance and economy; and
  - (ii) necessary resources are in place for the Group to meet its objectives.
- (b) Review and adopt corporate objectives of the Group which include performance targets and long-term and medium-term goals.
- (c) Ensure a competent management by establishing policies for strengthening the performance of the Group with a view to proactively build the business through innovation, initiative, technology, new products and the development of its business capital.

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- (d) Take into account sustainability considerations when exercising its duties including, among others, the development and implementation of the Group's strategies, business plans, major plans of action and risk management.
- (e) Take appropriate action to ensure it stays abreast with and understands the sustainability issues relevant to the Group and its business, including climate-related risks and opportunities.
- (f) Ensure the solvency of the Group and its ability to meet contractual obligations and safeguard its assets.
- (g) Review the adequacy of the Group's business risk management process including internal control systems and management information systems, for compliance with applicable laws, regulations, rules, directives and guidelines, and controls in areas of significant financial and business risks.
- (h) Establish various Board Committees and delegate certain responsibilities to such committees to address specific issues by considering and acting on recommendations (if applicable) of the various Board Committees.
- (i) Ensure that the statutory accounts of the Company and the Group are fairly stated and otherwise conform with the relevant regulations including acceptable/ applicable accounting policies that result in accurate, balanced and understandable financial statements.
- (j) Ensure that there is in place an appropriate succession plan for members of the Board and senior management, including the implementation of appropriate systems for recruiting, training and determining the appropriate compensation benefits.
- (k) Ensure that the Group adheres to high standards of ethics and corporate behaviour, including transparency in the conduct of business. Directors are required to comply with the Code of Conduct and Ethics which amongst others includes the declaration of any personal, professional or business interests, direct or indirect which may conflict with the Directors' responsibilities as a Board member and to refrain from deliberating and voting on such transaction with the Group.
- (l) Ensure that there is in place an appropriate investor relations and communications policy for effective communication with the internal and external stakeholders.
- (m) 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 of the Company.
- (n) Employee awareness and understanding of the Group's approach to sustainability ('what we do and why we do it') will keep them engaged on sustainability issues and support actions on sustainability across the Group.

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- (o) External stakeholders should also remain informed through the appropriate means such as engagements and the Company's disclosures. In preparing the latter, the Board and senior management should consider, among others, the information which stakeholders require to assess the Group's sustainability risks and opportunities, and ensure the information is disclosed, focusing on substance and not merely form. This includes how close (or far) is the Group from achieving its targets and actions the Group has or will take to address any gaps.
- (p) Ensure that the Group has a formal schedule for matters reserved for the Board's decision to ensure that the direction and control of the Group are firmly in its hands. The schedule is attached as Annexure I to the Board Charter.
- (q) Oversee sustainability matters by ensuring sustainability and its underlying environmental, social as well as governance are integrated into the strategic direction, governance and decision-making of the Group.

**5. BOARD COMMITTEES**

5.1 The Board has established the following Board Committees to assist in the execution of its responsibilities with specific terms of reference:-

**(a) Audit and Risk Management Committee**

Audit and Risk Management Committee ("ARMC") assists in providing oversight on the Group's financial reporting, disclosure, regulatory compliance and monitoring of internal control processes and risk management within the Group. The ARMC reviews the quarterly financial results, unaudited and audited financial statements, internal and external audit reports, conflict of interest situations as well as related party transactions.

**(b) Nomination Committee**

The Nomination Committee ("NC") oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of the Directors as per the criteria set out in the Directors' Fit and Proper Policy as well as the assessment of the effectiveness of the Board as a whole, its Board Committees and the contribution of each individual Director as well as to identify candidates to fill Board vacancies and nominating them for approval by the Board.

**(c) Remuneration Committee**

The Remuneration Committee ("RC") is primarily responsible for examining and making recommendation to the Board as to the remuneration packages for Directors and senior management.

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- 5.2 The Board Committees report and make recommendations to the Board, who is ultimately responsible for all the decisions.

Each Board Committee has its own terms of reference approved by the Board and are periodically reviewed by the Board. The Chairman of the relevant Board Committees will report to the Board on the key issues deliberated by the Board Committees at the Board meetings.

**6. INDIVIDUAL DIRECTOR**

- 6.1 Each Director is aware of his/her responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Group are managed.

- 6.2 All Directors are expected to comply with statutory and other obligations when discharging their responsibilities as Directors of the Company, including:-

- (a) exercising his/her powers for a proper purpose and acting in good faith and in the best interests of the Group;
- (b) exercising reasonable care, skill and diligence by applying the knowledge, skill and experience which may reasonably be expected from a Director having the same responsibilities and applying any additional knowledge, skill and experience which they have in directing or managing the business and affairs of the Group;
- (c) maintaining a sound understanding of the business and keeping abreast of relevant developments to ensure he/she is able to discharge his/her duties and responsibilities effectively;
- (d) preparing for Board meetings, contributing constructively to Board discussions and decision making, and conducting due inquiry before approving a matter;
- (e) ensuring key transactions or critical decisions are deliberated and decided on by the Board in a meeting;
- (f) ensuring his/her decisions and the basis for those decisions, including any dissenting views are made known and properly minuted;
- (g) avoiding conflicts of interest, including potential conflict of interest, with the Group in a personal or professional capacity;

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- (h) not accepting benefit from or providing benefit to a third party by reason only of:-
  - (i) he/she being a Director; or
  - (ii) he/she doing something or refraining from doing anything as a Director unless he/she is permitted to do so by the Company's Constitution or Code of Conduct and Ethics and it is not contrary to any written law.
- (i) refraining from making improper use of information gained through the position as a Director and from taking improper advantage of the position as a Director;
- (j) ensuring the Board's information, discussions, deliberations and decisions that are not publicly known/ confidential, are not used for personal interest or their employers' interest;
- (k) notifying the Chairman before accepting any new directorship in other listed companies and ensuring that the directorships held by the Board member at any one time shall not exceed 5 in listed companies; and
- (l) attendance rate of at least 50% attendance of total Board meetings in any applicable financial year pursuant to the Listing Requirements.

**7. CHAIRMAN**

The Board shall appoint one of its members to be Chairman of the Board. The positions of Chairman and Managing Director a principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director) are held by different individuals. The Chairman of the Board should not be a Chairman or member of the ARMC, NC or RC to ensure there is check and balance as well as objective review by the Board.

The Chairman is responsible to:

- (a) lead the Board in the adoption and implementation of good corporate governance practices in the Company as well to lead the Board to perform its responsibility effectively in all aspects of its role;
- (b) oversee the Board in discharging its fiduciary duties;
- (c) set the agenda for the Board meetings in consultation with the Company Secretary, Board members and senior management, and ensure efficient and effective conduct of the Board meetings;
- (d) chair the Board and shareholders' meetings;

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- (e) ensure the Board receives accurate, timely and clear information, and if needed, provide additional information to make informed decisions;
- (f) promote good corporate governance standards within the Group;
- (g) ensure the Board behaves in line with the Code of Conduct and Ethics;
- (h) ensure the Board members continuously update their skills and knowledge to effectively discharge their duties;
- (i) promote constructive and respectful relations for all Board members and also amongst senior management; and
- (j) seek appropriate professional advice at the expense of the Company when he/she considers it necessary in the furtherance of his/her duties.

**8. Managing Director**

- 8.1 The Managing Director is responsible for the vision and strategic directions of the Group as well as initiating innovative ideas to create competitive edge and development of business and corporate strategies.
- 8.2 The Managing Director has the executive responsibility for the day-to-day management of the operation as well as implementation of the Board's policies and decisions.
- 8.3 The Managing Director is assisted by the Executive Director/Senior Director(s) to implement the policies, strategies and decisions adopted by the Board.
- 8.4 The Managing Director is responsible for bringing material matters to the attention of the Board in an accurate and timely manner.
- 8.5 All Board authorities conferred on the senior management are delegated through the Managing Director and this will be considered as the Managing Director's authority and accountability as far as the Board is concerned.

**9. DUTIES AND RESPONSIBILITIES OF EXECUTIVE DIRECTOR ("ED")/ SENIOR DIRECTOR(S)**

- 9.1 The ED/ Senior Director(s) shall be the conduit between the Board and the senior management in ensuring the success of the Group's governance and management functions.
- 9.2 The ED/ Senior Director(s), together with the Managing Director, is accountable to the Board for the achievement of the Group's mission, goals and objectives and they are accountable to the Managing Director for the observance of the senior management's limitations.

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- 9.3 The ED/ Senior Director(s) shall have the executive responsibility as delegated by the Managing Director, for the day-to-day operation of the Group's business.
- 9.4 The ED/ Senior Director(s) implements the policies, strategies and decisions adopted by the Board.
- 9.5 The ED/ Senior Director(s) shall be responsible to the Board for the following:
- (a) executive management of the Group's business covering, inter alia, the development of a strategic plan, an annual operating plan and budget, performance benchmarks to gauge senior management's performance, and the analysis of management reports;
  - (b) effectively overseeing the human resources of the Group with respect to key positions in the Group's hierarchy, determination of remuneration as well as terms and conditions of employment for senior management (subject to approval from the RC) and issues pertaining to discipline;
  - (c) assuring that the Group's corporate identity, products and services are of high standards and reflective of the market environment;
  - (d) be the main liaison for the Group's regulatory, governmental and business relationships;
  - (e) coordinating business plans with the respective business heads of division and department, coordinating management issues through the Board and overseeing divisional function groups and cost containment process in consultation with the Managing Director of the Group;
  - (f) regularly reviewing the heads of division and department who are responsible for all functions contributing to the success of the Group;
  - (g) assessing business opportunities which are of potential benefit to the Group;
  - (h) ensuring the provision of accurate, timely and clear information to Managing Director, and the Board;
  - (i) maintaining and facilitating a positive working environment and good employee relations;
  - (j) promoting a high degree of corporate governance and ethics across the Group; and
  - (k) assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing this information to Directors on a timely basis.



**10. INDEPENDENT NON-EXECUTIVE DIRECTORS**

- 10.1 Independent Non-Executive Directors are independent of management and free from any business or other relationship that could materially interfere with or could reasonably be perceived to interfere with the exercise of their unfettered and independent judgement.
- 10.2 Independent Non-Executive Directors provide independent judgment, experience and objectivity without being subordinated to operational considerations. They help to ensure that the interests of all shareholders are taken into account by the Board and adequately protected, and that the relevant issues are subjected to objective and impartial consideration by the Board.
- 10.3 The Board does not believe it is possible to draft a list of criteria which are appropriate to characterise, in all circumstances, whether a Non-Executive Director is independent. It is the approach and attitude of each Non-Executive Director which is critical and this must be considered in relation to each Director while taking into account all other relevant factors, which may include those set out in Rule 1.01 and Guidance Note 9 of the Listing Requirements.
- 10.4 Independent Non-Executive Directors are best able to determine if they have an interest or relationship which is likely to impact on their independence. As such, each Independent Non- Executive Director is expected to inform the Chairman immediately if he/she believes they may no longer be independent.
- 10.5 Each Independent Non-Executive Director must immediately disclose to the Chairman (with a copy to the Company Secretary) all information relevant for determining whether the Independent Non-Executive Director is independent, including details of entities in which the Independent Non-Executive Director has a direct or indirect shareholding (or other interest) or is a director.
- 10.6 The NC reviews the independence of each Independent Non-Executive Director annually or whenever necessary, in light of information relevant to the assessment as disclosed by each Independent Non-Executive Director to the Board.
- 10.7 The tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Non-Executive Director may continue to serve on the Board as a Non-Independent Non-Executive Director.

In the event the Board intends to retain an Independent Non-Executive Director beyond nine (9) years, it should be subjected to the following:

- (a) annual assessment by the NC and the Board, regarding the independence and contributions, and such assessment to be disclosed to the shareholders for them to make an informed decision; and

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- (b) annual shareholders' approval in a general meeting through a two-tier voting process with strong justifications on the recommendation.
- 10.8 The Board nominates a Chairman/Senior Independent Non-Executive Director to whom any concerns by shareholders may be conveyed.
- 10.9 The role of Independent Non-Executive Directors is to constructively challenge and help develop proposals on strategies including, inter alia:
  - (a) to make independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competence, to provide independent view and demonstrate objectivity in reviewing and challenging the senior management's proposals at meetings;
  - (b) to bring impartiality and scrutiny to Board's deliberations and decision-making, and also serve to stimulate and constructively challenge the senior management's proposals in an objective manner;
  - (c) to devote sufficient time to update their knowledge and enhance their skills through appropriate continuing education programmes in order to keep abreast of industry issues, market development and trend, and enable them to sustain their active participation in Board deliberations; and
  - (d) act as a channel of communication between senior management, shareholders and other stakeholders, and provide the relevant checks and balances focusing on shareholders' and other stakeholders' interests, and ensuring that high standards of corporate governance are applied.

**11. ACCESS TO INFORMATION AND INDEPENDENT ADVICE**

- 11.1 The Board and Board Committees must be provided with the information they need to efficiently discharge their responsibilities on a timely manner.
- 11.2 The senior management must supply the Board and Board Committees with information in a form, timeframe and quality that enable them to effectively discharge their duties. All Directors are to receive copies of Board Papers and agenda items at least seven (7) calendar days in advance of the Board meeting.
- 11.3 Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making. Any Director has the authority to seek any information he/she requires from any employee of the Group and all employees must comply with such requests.

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- 11.4 Any Director may take such independent legal, financial or other advice as they consider necessary at the Group's cost through an agreed procedure laid down formally. Any Director seeking independent advice must first discuss the request with the Chairman who will facilitate in obtaining such advice and where appropriate, dissemination of the advice to all Directors.
- 11.5 Full Board minutes of each Board meeting are kept at the registered office of the Company and are available for inspection by any Director during office hours.
- 11.6 The minutes of meetings shall be circulated to the Directors and approved by the Board at the subsequent meeting and recorded in the minutes book kept by the Company Secretary. The minutes of meetings shall accurately reflect the deliberations and decisions of the Board including whether any Director abstained from voting or deliberating on a particular matter.
- 11.7 All Directors shall have access to the advice and services of the Company Secretary.

**12. CODE OF CONDUCT**

- 12.1 The Board shall maintain the highest degree of integrity and professionalism while at the same time promoting transparency and accountability in their actions. The Group has in place a Code of Conduct and Ethics to enhance the standard of corporate governance and behaviour.
- 12.2 Every Director who may have direct or indirect interest in any contract or proposed contract or arrangement with the Company and/or Group shall immediately declare his/her interest to the Board and shall not participate in deliberations and shall abstain himself/herself from casting his/her votes in any matter arising therefrom.
- 12.3 Should there be an actual, potential or perceived conflict of interest between the Group and a Director or an associate of a Director, such as a spouse, other family member(s) or a related company (as defined under Section 197(1) of CA), the Director involved shall make full disclosure and act honestly in the best interest of the Group in the following proposed manner:
- (a) the Director shall immediately inform the ARMC in respect of his/her direct and indirect interests in any businesses or corporations which carry on similar trade as that of the Group; and

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- (b) every Director shall comply with the provisions of Sections 219 and 221 of the CA in connection with the disclosure of his/her shareholdings and interests in the Company and his/her interest in any contract or proposed contract with the Group and in connection with the disclosure, every Director shall state the fact and the nature, character and extent of any office or possession of any property whereby whether directly or indirectly in connection with his/her duties or interests which might be in conflict with his duty or interest as a Director of the Company.

And accordingly, the interested Directors shall abstain from deliberation and voting on the resolutions relating to those matters or transactions.

- 12.4 An actual, potential or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and due honesty.

### **13. COMPANY SECRETARY**

- 13.1 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 required of the post.
- 13.2 The key responsibilities of the Company Secretary include:
  - (a) manages all Board and Board Committees meeting logistics, notices and agendas, attends and records minutes of all Board and Board Committees meetings, and facilitates Board communications;
  - (b) assist in the communications between the Board and the senior management as well as advises the Board on its roles and responsibilities;
  - (c) facilitates the orientation of new Directors and assists in Directors' training and development;
  - (d) advises the Board on corporate disclosures and compliance with company and securities regulations, and Listing Requirements;
  - (e) manages processes pertaining to the shareholders' meetings;
  - (f) monitors corporate governance developments and assists the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
  - (g) serves as a focal point for stakeholders' communication and engagement on corporate governance issues.

**14. DEALINGS IN SECURITIES**

The Company imposes restrictions on the trading of securities by Directors and principal officers with undisclosed price-sensitive information. All Directors must adhere to the said policy.

**15. ORIENTATION AND CONTINUING EDUCATION**

15.1 New Directors shall receive an orientation from appropriate executives and staff regarding the business affairs of the Company and the Group. Directors are expected to remain abreast of issues and events in the sectors where the Group has an operating interest.

15.2 In addition to the Mandatory Accreditation Programme as required by Bursa Securities, the Directors shall continue to update their knowledge and enhance their skills through appropriate continuing education programmes and life-long learning. This will enable the Directors to effectively discharge their duties and sustain active participation in Board deliberations.

15.3 The Board, which is assisted by the NC, shall assess the training needs of each Director annually and disclose in the annual report the trainings attended by each Directors. In special circumstances, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

**16. BOARD ASSESSMENT**

16.1 The Board through the NC, will conduct an annual self-evaluation and/or peer evaluation on its effectiveness as a whole as well as each individual Directors and the different Board Committees established by the Board. The evaluation shall take into account the environment that the Company operate in, size and complexity of the business, and the nature of risks and challenges faced.

16.2 The NC is responsible for coordinating and overseeing the annual Board evaluation process in accordance with its terms of reference. The NC may engage a professional independent third party to facilitate the Board evaluation. When an independent third party is used to carry out Board evaluation, the Board should also disclose the identity of such party.

**17. COMMUNICATION WITH SHAREHOLDERS**

- 17.1 The Company regards the Annual General Meeting (“AGM”) as an important event in the corporate calendar of which all Directors and senior management should attend.
- 17.2 The AGM shall be regarded as the principal forum for dialogue with shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- 17.3 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.
- 17.4 The Board ensures the timely release of financial results on a quarterly basis to provide shareholders with an overview of the Group’s performance and operations in addition to the various announcements made during the year.
- 17.5 The Board maintains appropriate corporate disclosure policies and procedures which are in compliance with the Listing Requirements.

**18. WHISTLEBLOWING**

- 18.1 The Group has in place a Whistleblowing Policy which provides Directors, officers, employees and stakeholders of the Group with an avenue to report suspected improprieties such as illegal or unlawful conduct, contravention of Group’s policies and procedures, acts endangering the health or safety of any individual, public or employee, and any act of concealment of improprieties. This policy covers areas from lodging of reports to investigation and corrective actions that are required to be taken. The Whistleblowing Policy shall be read in conjunction with the anti-bribery and corruption policy.
- 18.2 The Board has an overall responsibility for this policy and shall oversee the implementation of this policy.

**19. REVIEW OF THE BOARD CHARTER**

The Board shall review and update the Board Charter at least once a year taking into consideration the needs of the Group and in accordance with any new legislative promulgations that may have an impact in discharging the Board’s duties and responsibilities.

The Board Charter was reviewed, approved and adopted by the Board on 18<sup>th</sup> March 2024.

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**Annexure I**

**Matters Reserved for the Board's Decision**

The following list of Matters Reserved for the Board's Decision is not exhaustive and when in doubt regarding a matter/issue, it shall be referred to the Chairman of the Board:

- (a) Approval of business strategies, business plans and other significant business policies;
- (b) Evaluation of business performance;
- (c) Effectiveness of business risk management;
- (d) Delegation of authority to the Board Committees namely ARMC, RC, NC and other Board Committees to be established in the future (if any);
- (e) Succession plan;
- (f) Overview of corporate governance issue;
- (g) Approval of key business/assets acquisition and disposal;
- (h) Approval of audited financial statements, annual report and unaudited quarterly results as well as any other announcements to be made on Bursa Securities;
- (i) Declaration of dividend;
- (j) Review and approval of audit plan from internal and external auditors;
- (k) Review and approve internal audit reports;
- (l) Review and approve related party transactions;
- (m) Review and update the Board Charter and Terms of References of all Board's Committees; and
- (n) Review and approve changes related to capital structure such as bonus issue, private placement etc.