

ATA IMS BERHAD

Company No: 198901012846 (190155-M)

BOARD CHARTER

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Abbreviations

Bursa Securities.....	Bursa Malaysia Securities Berhad
CA.....	Companies Act, 2016
ED.....	Executive Director
Independent Director.....	A Director who does not participate in the management of the Company and who satisfies the criteria for “independence” as set out in the LR
CEO.....	Chief Executive Officer
LR.....	Listing Requirements of Bursa Malaysia Securities Berhad
MCCG.....	Malaysian Code on Corporate Governance 2021
Para.....	Paragraph
SC.....	Securities Commission

References

Bursa Securities Best Practices in Corporate Disclosure

Companies Act, 2016

Listing Requirements of Bursa Malaysia Securities Berhad

Malaysian Code on Corporate Governance 2021

Memorandum and Articles of Association of ATA IMS BERHAD

Appendixes

Terms of reference of the Executive Committee
(i.e Audit, Nominating and Remuneration committee)

Appendix A - B

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1. INTRODUCTION

The Directors of ATA IMS Berhad (the “Company” or “ATA”) regard Corporate Governance as vital to the success of the Group's business and are unreservedly committed to applying the principles necessary to ensure that the following aspects of good governance are practised in all of its business dealings in respect of the Company's shareholders and relevant stakeholders:

- The Board is the focal point of the Company's Corporate Governance system. It is ultimately accountable and responsible for the performance and affairs of the Company, including the oversight of subsidiaries' operations;
- 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;
- All Board members are responsible to the Company for achieving a high level of good governance;
- Effective board leadership and oversight require the integration of sustainability considerations in corporate strategy, governance and decision-making, as sustainability and its underlying environment, social as well as governance issues become increasingly material to the ability of the Company to create durable and sustainable value for stakeholders; and
- This Board Charter, which summarises the key duties and responsibilities of each Director, is not exhaustive in nature. Directors are bound by statutes which are pronounced by the relevant authorities from time to time.

This Board Charter serves as reference providing insights to the board members to assist the Board in the performance of their fiduciary duties as directors of ATA. This Charter is available on ATA's website at: www.ataims.com.my

2. OBJECTIVES

The objectives of this Board Charter are to ensure that all Board members acting on behalf of the Company are aware of their duties and responsibilities as Board members and the various legislations and regulations affecting their conduct and that the principles and best practices of Corporate Governance are applied in all their dealings in respect, and on behalf of, the Company.

3. BOARD

3.1 Role

- 3.1.1 The Board is charged with leading and managing the Group (comprising the Company and its subsidiaries) in an effective and responsible manner. Each Director has a legal duty to act in the best

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interest of the Company. All Directors must act with integrity, lead by example, keep abreast of his responsibilities as a director collectively and individually, to shareholders and stakeholders for the manner in which the affairs of the Group are managed. The Board sets the Group's values and standards and ensures that its obligations to shareholders and stakeholders are understood and met.

- 3.1.2 The Board understands that the responsibility for good Corporate Governance rests with the Directors and, therefore, strives to apply the principles and best practices as stipulated in the MCCG.

The Board shall include a statement in the Company's Annual Report on how the Company has applied and the extent of compliance with promulgations of the MCCG pursuant to Paragraph 15.26 of the LR:

- i) a statement explaining the board of directors' responsibility for preparing the annual audited financial statements
- ii) a statement about the state of risk management and internal control of the listed issuer as a group

- 3.1.3 The Company shall comply with the various guidelines issued by Bursa Securities and the SC as well as changes to regulatory requirements from time to time.

- 3.1.4 The Board shall meet at least once every quarter to facilitate the discharge of their responsibilities. Members of the Management who are not Directors as well as external third parties may be invited to attend and speak at meetings on matters relating to their scope of responsibility. Matters deliberated, including the conclusions reached shall be recorded in the minutes of meetings, signed by the Chairman of the meeting.

- 3.1.5 Duties of the Board shall include establishing the corporate vision and mission, as well as the philosophy of the Company, setting goals for Management to achieve and monitoring the performance of Management.

- 3.1.6 The Board assumes the following specific duties:

- a) Reviewing and adopting the strategic plan of the Group that supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- b) Overseeing and evaluating the conduct of the Group's businesses by promoting good corporate governance culture within the company which reinforces ethical, prudent and professional behaviour;
- c) Identifying principal risks and set the risk appetite within which the board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- d) Ensure that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of board and senior management;
- e) Ensure that the Group has in place procedures to enable effective communication with all stakeholders;
- f) Ensure that all its directors are able to understand financial statements and form a view on the information presented;
- g) Ensure the integrity of the Group's financial and non-financial reporting.

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- h) Ensure there is a sound framework for internal controls and risk management; and
 - i) Primarily responsible for Anti-Bribery and Corruption Management (“ABCM”) and ABC Policy for the group by reviewing the adequacy and effectiveness of the Group’s ABCM system as well as promoting appropriate ABC culture within the Group.
- 3.1.7 The Board shall establish written procedures determining which issues require decision of the full Board and which issues can be delegated to Board Committees or the Management, as appropriate.
- 3.1.8 The Board reserves full decision-making powers on the following matters:
- a) Conflict of interest issues;
 - b) Major changes in the activities of the Company, investment or divestment, acquisitions and disposal of assets (in the ordinary course or otherwise), including corporate restructuring exercise, which exceed specific thresholds as stipulated in “Financial Level of Delegated Authority Manual”;
 - c) Approval of Treasury policies and limits of authority, including changes thereof;
 - d) Group’s policies including risk management policy, anti-bribery and corruption policy, code of ethic and conduct, whistle blowing policy and other policies that are required by LR or MCCG;
 - e) Approval of financial statement and the release of corporate announcements to Bursa Securities, SC or other relevant authorities;
 - f) Appointment, removal and remuneration package of Directors (except for fees which are to be approved by shareholders);
 - g) Appointment and removal of the Company Secretary; and
 - h) Other relevant matters requiring the Board’s approval under the Memorandum and Articles of Association/Constitution of the Company, law or as may be determined by the Board from time to time.
- 3.1.9 The Directors, collectively or individually, may seek independent professional advice in furtherance of their duties at the Company’s expense. Such requests, including the rationale thereof, shall be tabled before the Board for approval.

3.2 Composition and Board Balance

- 3.2.1 The Board shall consist of qualified individuals with diverse experiences, backgrounds and perspectives relevant to the requirements of the Company. The composition and size of the Board is such that it facilitates the making of informed and critical decisions. The Board, via its Nominating and Remuneration Committee shall examine its size with a view to determining the impact of the number upon its effectiveness on an annual basis.
- 3.2.2 At any one time, at least half of the Board members shall be Independent Non-Executive Directors.
- 3.2.3 The updated profiles of Board members shall be included in the Annual Report of the Company. Directors are responsible for the accuracy of their respective profiles.
- 3.2.4 The Executive Director(s) are the “Executive” Directors on the Board. However, the views of Management are presented at meetings of the Board by the presence of senior executives whenever required.
- 3.2.5 The Independent Directors help to ensure that the interests of all shareholders, and not only the

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interests of a particular faction or group, are taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board.

- 3.2.6 The Board shall identify an Independent Director in the Annual report of the Company to whom shareholders' concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the ED have failed to resolve them.
- 3.2.7 If, on any matter discussed at a Board meeting, any Director holds views contrary to those of any of the other Directors, the Board minutes will clearly reflect this, including the rationale for the stand taken.

3.3 Appointments

- 3.3.1 The appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation from the Nominating and Remuneration Committee. The Board refers to external professional advice and recommendations in sourcing for Independent Non Executive Directors. The Board does not solely rely on recommendations from existing board members but apply independent sources to identify suitable candidate.
- 3.3.2 Directors shall have the expertise pertinent and relevant to qualify them in making a positive contribution to the Board in the discharge of its duties and shall render sufficient time and attention to the affairs of the Company.
- 3.3.3 The Board, as a whole, is responsible in assessing the performance of the Company Secretary, who shall be responsible in ensuring that relevant procedures relating to the appointment of new Directors are properly executed.
- 3.3.4 Upon appointment of a new Director, the Company Secretary shall advise the Director of his/her principal duties and responsibilities and explain the restrictions to which he or she is subject in relation to price-sensitive information and dealings in the Company's securities. Thereafter, such a Director is provided with appropriate briefings on the Company's and Group's affairs and up-to-date Corporate Governance materials published by the relevant bodies.
- 3.3.5 The Company has adopted an induction programme for newly appointed Directors. The induction programme aims at communicating to the newly appointed Directors, the Company's vision and mission, its philosophy and nature of business, current issues within the Company/Group, the corporate strategy and the expectations of the Company concerning input from Directors, including the need to bring such new Directors to the operational sites of the Group. The Company Secretary is primarily responsible for the induction programme with appropriate assistance from other senior Executive Directors.
- 3.3.6 The Company has adopted educational and training programmes to update the Board in relation to new developments pertaining to the laws and regulations and changing commercial risks which may affect the Board and/or the Group;
- 3.3.7 In addition to the Mandatory Accredited Programme as required by Bursa Securities, Board members shall attend training programmes conducted by highly competent professionals and which are relevant to the Group's operations and business, including changes to regulatory requirements that affect the Group. The Board shall assess the training needs of the Directors and disclose in the Annual Report in brief details the training attended by Directors;
- 3.3.8 The directorships held by any Board member at any one time shall not exceed five (5) in listed companies in accordance with Paragraph 15.06(1) of LR.

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3.4 Re-election

3.4.1 Directors appointed by way of filling casual vacancy shall retire at the immediate Annual general Meeting following the appointment. All other Directors shall be subjected to retirement by rotation at each Annual General Meeting provided that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. The consideration for such retirement shall be in accordance with the Company's Articles of Association.

3.5 Supply of Information

3.5.1 The Company shall provide all Directors with timely and relevant information (both financial and non-financial in nature) and in a form and manner appropriate for them to discharge their duties effectively.

3.5.2 Management is responsible for providing the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Company Secretary, shall assess the type of information required to be provided to the Board. If the information provided by Management is insufficient, the Board may make further enquiries, where necessary, to which the persons responsible shall respond accordingly in a timely manner.

3.5.3 A full agenda and comprehensive Board papers shall be circulated to all Directors at least five (5) business days prior to each Board meeting.

3.5.4 Amongst others, the Board papers shall include the following:

- a) Quarterly financial report;
- b) Minutes of meetings of all Committees of the Board;
- c) Directors' share-dealings, including public shareholding spread;
- d) Risk management issues; and
- e) Annual Budgets

3.5.6 Full minutes of each Board meeting are kept by the Company Secretary and shall be available for inspection by any Director during office hours.

4. CHAIRMAN AND CHIEF EXECUTIVE DIRECTOR ("CEO")

The position of Chairman and CEO shall held by different individuals in order to promote accountability and facilitate division of responsibilities between them. While the Chairman is responsible in leading the Board towards the Group's objective, the CEO focuses on the business and day to day management of the Group.

4.1 Chairman

4.1.1 The Board Chairman is responsible for:

- a) Leading the Board in setting the values and standards of the Company and provide leadership for the board so that the board can perform its responsibilities effectively;
- b) Maintaining a relationship of trust between the Executive and Non-Executive Directors and managing interface between board and management;
- c) Ensuring effective communication with shareholders and relevant stakeholders and that their

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- views are communicated to the board as a whole;
- d) Leading the board in the adoption and implementation for good corporate governance practices;
 - e) Arranging regular evaluation of the performance of the Board, its Committees and individual Directors;
 - f) Facilitating the effective contribution of Non-Executive Directors and ensuring collegial relationship is maintained between Executive and Non-Executive Directors.

In the absence of the Chairman, the Board shall elect from amongst its members as Chairman for the purpose of holding the Board or General meeting in question.

4.1.2 The Chairman, in consultation with the Company Secretary, sets the agenda for Board meetings and ensures that relevant issues are on the agenda and providing the information to Directors on timely basis. Chairman is also responsible for leading board meetings and discussion and encouraging active participation and allowing dissenting views to be freely expressed by board members;

4.1.3 The Chairman is responsible for managing the business of the Board to ensure that:

- All Directors are properly briefed on issues arising at Board meetings;
- Sufficient time is allowed for the discussion of complex or contentious issues and, where appropriate, arranging for informal meetings beforehand to enable thorough preparation for the Board discussion; and
- The issues discussed are forward looking, focusing on the strategies and direction of the Group to ensure overall sustainability.

4.1.4 The Chairman shall put every Board resolution to vote to ensure the will of the majority prevails. Where deemed more expedient and appropriate than holding a meeting, the Board may issue circular resolutions according to the Company's Articles of Association.

All proceedings of Board Meetings are recorded by way of minutes which are signed by the Chairman of the meeting. Except for where any direction or decisions which are required expeditiously or urgently from the Board between the scheduled regular meetings, special Board meetings are convened by the Company Secretary, after consultation with the Chairman and where appropriate, decisions are taken by way of Directors' Circular Resolution between scheduled and special meetings. Decisions of the Board are made unanimously or by a consensus.

The Circular Resolution is only issued on urgency of matter and subject to the following:

- For financial issues, the circular resolution is subjected to be reviewed by an independent director who has financial experiences or knowledge;
- For legal issues, the circular resolution is subjected to be reviewed by an independent director who has legal experiences or knowledge; and
- For the other issues, the circular resolution is subjected to be reviewed collectively by independent directors.

4.1.5 The Chairman shall ensure that Executive Directors look beyond their executive functions and accept their full share of responsibilities on governance.

4.1.6 The Chairman shall have no casting vote if two (2) Directors form a quorum, or if there are only two (2) Directors competent to vote on the question at issue. Where this arrangement differs from the Company's Articles of Association, the provisions in the Articles of Association shall prevail.

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4.2 Chief Executive Officer (CEO)

- 4.2.1 The CEO is the conduit between the Board and Management in ensuring the success of the Group's governance and management functions.
- 4.2.2 The CEO shall oversee the day-to-day operations of the Group.
- 4.2.3 The CEO shall implement the policies, strategies and decisions adopted by the Board.
- 4.2.4 All Board authorities conferred on the Management is delegated through the ED and this shall be considered as the CEO's authority and accountability as far as the Board is concerned.

5. BOARD COMMITTEES

In line with the promulgations of the MCCG and the Listing Requirements of Bursa Securities, as the case may be, the Board has appointed the following Board Committees with specific terms of reference in writing:

- Audit Committee (Appendix A); and
- Nominating and Remuneration Committee (Appendix B)

Independent Non-Executive Directors play a leading role in these Committees. Where permissible, Executive Directors and Management, are co-opted into the Committees. Details of the membership and a summary of the terms of reference of each Committee appointed by the Board shall be disclosed in the Annual Report.

6. FINANCIAL REPORTING

6.1 Transparency

- 6.1.1 The Company aims to present a clear and balanced assessment of the Company's and Group's financial position and future prospects that extends to the interim and price-sensitive information and other relevant reports submitted to regulators.
- 6.1.2 The Directors ensure that the financial statements are prepared so as to give a true and fair view of the current financial status of the Group and the Company in accordance with applicable Financial reporting Standards issued by the Malaysian Accounting Standards Board.
- 6.1.3 The Company's practice is to announce to Bursa Securities its quarterly financial results as early as possible within two (2) months after the end of each quarterly financial period.

6.2 Company Auditors

- 6.2.1 The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles shall be applied and for maintaining an appropriate relationship with the Company's Auditors through its Audit Committee.
- 6.2.2 The Audit Committee shall keep under review the scope and results of the audit and its cost effectiveness, including the independence and objectivity of the external and internal Auditors. The Board, via the Audit Committee, shall ensure that the external Auditor does not perform or

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undertake a substantial volume of non-audit services to the Company and/or its subsidiaries. The Audit Committee shall consider and, where appropriate, approve the non-audit services to be rendered by the external Auditor to the Company or any of its subsidiaries while taking into account the nature and extent of the non-audit services.

6.3 Internal Controls, Risk Management and governance of sustainability

- 6.3.1 The Board shall establish a well-resourced internal audit function, which critically reviews all aspects of the Group's activities, including the adequacy and integrity of the Group's governance, risk management and internal control systems. The Board together with management takes responsibility on setting the Group's sustainability strategies, priorities and targets and to ensure its performance against these targets are communicated to its internal and external stakeholders. Comprehensive audits of the practices, procedures, expenditure and internal controls of all significant business and support units and subsidiaries are undertaken on a regular basis. The Head of Internal Audit reports directly to the Audit Committee the findings from internal audit projects carried out based on an internal audit plan approved by the Audit Committee.
- 6.3.2 The Board, via the Audit Committee, ensures the Group's system of internal controls and risk management are reviewed on a regular basis. Such reviews shall be conducted by the internal audit function with impartiality, proficiency and due professional care overseen by the Audit Committee.
- 6.3.3 The Audit Committee receives reports regarding the outcome of such reviews on a regular basis, including Management's comments and action plans on issues raised by the internal audit function.

7. GENERAL MEETINGS

7.1 Annual General Meeting (AGM)

- 7.1.1 The Company regards the AGM as an important event in the corporate calendar of which all Directors and key senior executives shall attend.
- 7.1.2 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 communication with, and constructive feedback from, the Company's shareholders.
- 7.1.3 The Chairman shall ensure that general meetings support meaningful engagement between the board, senior management and shareholders. The engagement should be interactive and include robust discussion on among others the Company's financial and non-financial performance as well as long term strategies.
- 7.1.4 The Chairman shall 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 meeting.

7.2 Extraordinary General Meeting (EGM)

- 7.2.1 The Directors shall consider requisitions by shareholders to convene an EGM or any other urgent matters requiring immediate attention of the Company in accordance with the requirements of the Companies Act, 2016 and the Company's Articles of Association.

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8. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

- 8.1 The Board acknowledges the need for shareholders to be informed of all material business matters affecting the Group and, as such, shall adopt an open and transparent policy in respect of its relationship with shareholders and investors.
- 8.2 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.

9. RELATIONSHIP WITH OTHER STAKEHOLDERS

In the course of pursuing the vision and mission of the Company, the Board recognises that no company can exist by maximising shareholders' value alone. In this regard, the needs and interests of other stakeholders are also taken into consideration during Board's deliberation on matters affecting the Company and Group.

10. COMPANY SECRETARY

- 10.1 The Board appoints the Company Secretary, who plays an important advisory role, and ensures that the Company Secretary fulfils the functions for which he/she has been appointed. The roles and responsibilities of a company secretary include managing all board and committee meeting logistics, attend and record minutes of all board and committee meetings and facilitate board communications, manage processes pertaining to the annual shareholder meeting, serve as a focal point for shareholders' and other stakeholders' communication, facilitate the orientation of new directors and assist in director training and development.
- 10.2 The Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters.
- 10.3 The Company Secretary is a central source of information and advice to the Board and its Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company.
- 10.4 The Company Secretary shall advise Directors of their obligations to adhere to matters relating to:
- a) Disclosure of interest in securities;
 - b) Disclosure of any conflict of interest in a transaction involving the Company and/or the Group;
 - c) Prohibition on dealing in securities;
 - d) Restrictions on disclosure of price-sensitive information; and
 - e) Changes in regulatory requirements that affect the Company and/or Directors in the discharge of their responsibilities.

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10.5 The Company Secretary shall keep abreast of, and inform, the Board of current governance practices.

10.6 The Board members have unlimited access to the professional advice and services of the Company Secretary.

11. APPLICATION AND REVIEW OF CHARTER

11.1 This Charter was updated and approved by the Board on 26 August 2021.

11.2 The principles set out in this Charter are:

- a) Kept under review and updated as practices on Corporate Governance continue to be developed and further guidelines on Corporate Governance are issued by the relevant regulatory authorities;
- b) Applied in practice having regard to their spirit and general principles (i.e. in substance) rather than to the letter alone (i.e. form); and
- c) Summarised in the Annual Report as part of an overview statement by the Directors on Corporate Governance.

The Board endeavours to comply at all times with the principles and best practices as set out in this Charter.