ADVANCE INFORMATION MARKETING BERHAD

Registration No. 200401006266 (644769-D)
(Incorporated in Malaysia)

BOARD CHARTER

1. INTRODUCTION

The Board Charter outlines the duties and responsibilities of Board of Directors (the "Board"). All Board membersshall familiarise with the provisions of this Board Charter and keep abreast and comply the legislations and regulations affecting their duties and responsibilities, and ensure that the principlesof good corporate governance practices are applied when carrying out their duties.

2. BOARD

2.1 Composition of the Board

The Board shall consist of qualified individuals with probity, integrity, good reputation, diverse qualification, skills, experience, and expertise as well as the ability to commit and contribute to govern the Company and the Group.

In accordance with Rule 15.02 of the ACE Market Listing Requirements ("AMLR"), the Company must ensure that at least two (2) or one-third (1/3) of the Board, whichever is the higher, are Independent Directors, and one (1) Director of the listed corporation is a woman.

Vacancies of independent and non-executive must be filled out within three (3) months when they fallbelow the minimum requirement under the law or the listing requirements.

The composition and size of the Board shall be reviewed from time to time to ensure its appropriateness vis-à-vis the needs of the Company and the Group as well as the requirements set out in the relevant law(s), regulation(s) and code(s).

2.2 Tenure of Directors

The Companies Act 2016 ("CA 2016") provides that every newly appointed Director be subjected to re-election at the Company's next Annual General Meeting ("AGM") subsequent to their appointment. Further, one-third (1/3) of the Board shall retire from office and be eligible for re-election at every AGM, and all Directors shall submit themselves for re-election at least once every three (3) years.

If the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval in the AGM through a two-tier voting. The tenure of an Independent Director must not exceed a cumulative term limit of twelve (12) years or such period provided under the listing requirement. The Independent Directors whose tenure exceeds a cumulative term of twelve (12) years may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director.

2.3 External Board Appointments

Any Board member, whilst holding office, is at liberty to accept other Board appointments (outside the Group) so long as the appointment is not in conflict with the business of the Company and Group and does not detrimentally affect the Director's performance as a Board member. Also, such appointments must first be discussed with the Chairman before being accepted. The notification should include an indication of time that will be spent on the new appointment.

3. DUTIES AND RESPONSIBILITIES OF THE BOARD

3.1 The Board's duties and responsibilities include but are not limited to the following:

i) Act in good faith and in the best interests of the Company as a whole and shall act with care and diligence in discharging their duties;
ii) Avoid conflict of interest and declare any interest as soon as they are aware;
iii) Refrain from misuse of confidential information gained through the position of Directors for their own advantage;
iv) Promote good corporate governance within the Group and ensure that the Company adheres to high standards of ethics and corporate behavior;
v) Review and challenge management's proposal including strategic and business plans for decision making and monitors the implementation by management;
vi) Review and approve strategic plans, priorities, targets, and direction including sustainability considerations for the Group;
vii) Oversee the conduct of the business of the Company to evaluate whether the business is being properly managed;
viii) Identify principal risks and ensure the implementation of appropriate systems and controls to manage these risks including but not limited to financial, non-financial, corruption, and sustainability risk exposures;
ix) Implement appropriate systems for appointing, training, fixing the compensation of and where appropriate, replacing senior management;
x) Ensure measures are in place to assess management's performance including review of performance of management in addressing the Company's material sustainability risks and opportunities;
xi) Develop and implement a corporate disclosure policy, including an investor relations programme or shareholder communication policy for the Company;
xii) Review the adequacy and the integrity of the Company's internal control systems and management information systems, including system for compliance with applicable laws, regulations, rules, directives and guidelines;
xiii) Review and approve the Group's financial statements and non-financial reporting and carefully considering if the information is consistent with their knowledge of the Group and Company's affairs;
xiv) Keep themselves abreast of changes and trends in the business and in the Group's business environment and markets and changes and trends in the economic, political, social, legal, and sustainability issues relevant to the Company and its business, including climate-related risks and opportunities that could affect the business of the Group;
xv) Establish, maintain and review periodically the adequacy and effectiveness of the Group's anti-corruption and whistleblowing policies and procedures in addressing the corruption risk exposures; and

xvi) Review and approve all Board policies including the Board Charter, Terms of Reference for Audit Committee, Nominating Committee, Remuneration Committee, and Risk Management Committee, Fit and Proper Policy, Code of Conduct and Ethics, Diversity Policy, and Sustainability Framework in line with the latest law, regulations, or guidelines.

3.2 The following are matters reserved for Board deliberation and decision. The Board reserves its right to change and expand its reserved matters from time to time:-

- Delegation of powers to Board Committees;
- Approving strategic business plans, mergers and acquisitions of a substantial value;
- Major investment or divestment of businesses;
- Changes in the Group structure;
- Performance review, remuneration, succession, and appointment of Directors and key senior executives;
- Appointment of Chief Executive Officer ("CEO") and Chief Financial Officer;
- Shareholders' communication and matters;
- Declaration of dividend;
- Fund raising and borrowing;
- Provision of corporate guarantees; and
- Related party transactions.

4. ROLES OF THE CHAIRMAN, EXECUTIVE DIRECTORS, INDIVIDUAL DIRECTORS AND SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

4.1 <u>The Chairman</u>

The roles of the Chairman, amongst others, are as follows:

i) Lead the Board in carrying out its fiduciary responsibilities;
ii) Promote and ensure the Board's integrity and good corporate governance practices;
iii) Chair meetings of the Board by stimulate debates on issues and encourage positive contributions from each Board member to ensure dissenting views are freely expressed;
iv) Consult with the Executive Directors, CEO and Company Secretary in setting the agenda for Board meetings and ensures all relevant issues for the effective running of the Company's business are on the agenda;
v) Ensure proper flow of information to the Board, reviewing adequacy and timing of documentary materials in support of management's proposal and review of the performance of the Company and/or Group;
vi) Promote constructive and respectful relations between Directors, and between the Board and management;
vii) Chair meetings of shareholders;
viii) Ensure effective communication with stakeholders and ensure that their views are communicated to the Board;
ix) Ensure Board Committee meetings are not combined with the main board meeting; and
x) Ensure that all Directors are properly briefed on issues arising at Board meetings and there is sufficient time allowed for discussion on complex or contentious issues and where appropriate, arranging for informal meetings beforehand to enable thorough preparations in determining policies matters.

The Chairman should allow every Board resolution to be voted on and ensure the will of the majority prevails. In the event of an equality of votes, the Chairman of the Board shall be entitled to a second vote when a poll is demanded.

4.2 Executive Director(s)

The Executive Director(s) are responsible for the day-to-day running of the Group's business, implementation of the Board's policies and making operational decisions. The roles of the Executive Directors are as below:-

i) Develop strategic targets, direction, and priorities for the Group including but not limited to sustainability strategies;
ii) Ensure the Group's strategies and corporate policies are effectively implemented;
iii) Develop annual plans, budgets, and risk management action plans that support the Group's long-term vision, and recommend them to the Board;
iv) Provide strong leadership to employees including setting the tone of the top to promote good corporate governance;
v) Assess business opportunities which are of potential benefit to the Group;
vi) Supervise heads of divisions and departments who are responsible for all functions contributing to the success of the Group;
vii) Ensure that the Board's decisions or directives are implemented or adhered to;
viii) Ensure the efficiency and effectiveness on the operation, internal control and risk management of the Group;
ix) Ascertain that the Group has an effective management team and structure, as well as a management development programme and succession plan; and
x) Keep Board fully informed of all important aspects of the Group's operations and bring material and other relevant matters to the attention of the Board in an accurate and timely manner.

4.3 Independent Non-Executive Directors

The Independent Non-Executive Directors shall provide independent and objective judgment to the Board and ensure that all Board agenda and issues are objectively and impartially considered and deliberated by the Board in the best interest of the Group.

The roles of an Independent Non-Executive Director, amongst others, are as follows:-

i) Participate actively in meetings, giving independent views in a constructive manner and bringing an element of objectivity to the Board's decision making; and
ii) Provide a check and balance to the Board to mitigate conflict of interest and undue influence in the Board.

5. BOARD COMMITTEES

5.1 The Board may from time to time establish Committees as it may consider appropriate to assist the Board in carrying out its duties and responsibilities. The Board delegates certain functions to the following Committees to assist in the execution its duties and responsibilities:

i) Audit Committee;
ii) Nominating Committee;
iii) Remuneration Committee; and
iv) Risk Management Committee.

5.2 The Committees shall operate under clearly defined terms of reference. The Committees are authorised by the Board to deal with and deliberate on matters delegated to them within their terms of reference. The Chairmen of the respective Committees shall report to the Board on the outcomes of the Committees' meetings and the minutes shall be included in the Board papers.

6. BOARD MEETINGS

6.1 The Board shall conduct at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary.

6.2 Board members shall attend at least 50% of meetings held in each financial year as prescribed in AMLR. The office shall become vacant if the Director fails to do so.

6.3 Management is responsible for providing the Board with the required information in an appropriate and timely manner.

6.4 Board minutes are recorded by the Company Secretary and circulated to all Board members in a timely manner.

7. SHARE DEALINGS BY BOARD MEMBERS

7.1 Board members are allowed to hold shares in the Company to align their interest with all shareholders.

7.2 Independent Directors shall not hold 10% or more of the total number of voting shares in the corporation in accordance with AMLR under Chapter 1 Definition of Independent Director and Major Shareholders.

7.3 When buying or selling shares, Board members must observe the provisions of prohibition of insider dealing, trading during closed period and timing of announcement of share trading to Bursa and all relevant legislative or regulatory procedures.

8. BOARD EVALUATION AND PERFORMANCE

8.1 The Nominating Committee shall evaluate the performance of the Board members and Board Committees on an annual basis to ascertain their performance and effectiveness.

8.2 When assessing the performance, the provisions in this Board Charter shall be considered. The methodology and outcome of the assessment shall be disclosed in the corporate governance report.

8.3 Based on the results of the appraisal, the Nominating Committee shall recommend relevant training programmes to the respective Board members align with their training needs.

9. Corporate Disclosure Policy

9.1 The Board shall also disclose to the public all material information necessary for informed investing to ensure that all who invest in its securities enjoy equal access to such information in accordance with the AMLR.

9.2 A listed corporation, Board members, shall familiarise with and adhere to the corporate disclosure policy including:

i) Make immediate public disclosure of any material information which have a material effect on the price, value or market activity or investment decision of a shareholder or investor;
ii) The disclosures shall be made public thorough public dissemination;
iii) Provide public clarification, confirmation or denial of rumours or reports circulated by any means once the rumour or report is made known to the Board;
iv) Undertake due enquiry to seek the cause of the unusual market activity in its securities and clarify, confirm, deny or disclose the findings and results of the unusual market activity; and
v) Refrain any unwarranted promotional disclosure activity which may mislead or cause unwarranted price and activity in the listed corporation's securities;
vi) Not trade on the basis of material information which is not known to the investing public.

10. DIRECTORS' REMUNERATION

10.1 The Remuneration Committee is responsible to implement remuneration policies and procedures and review and recommend the remuneration of the board and senior management. The Directors shall abstain from deliberations and voting on their own remuneration.

10.2 The performance of Directors is measured by the Directors' contribution to both the Board and the Company. The Executive Directors' remuneration is structured according to the individual's and Company's performance, including the performance in managing significant sustainability risks and opportunities; and the market practices of the companies of similar size under the prevailing business environment.

10.3 In the case of Non-Executive Directors, the determination of their remuneration is a matter for the Board as a whole and the level of remuneration reflects the individual's performance, appropriate level of remuneration of Non-Executive Directors to ensure independence and objectivity are not compromised, and responsibilities undertaken such as additional responsibility taken for Directors acting as chairman of the Board.

11. Directors' Training and Induction for Newly Appointed Directors

11.1 Although, the Board is periodically updated by the Company Secretary, External and Internal Auditors on new statutory, financial reporting, corporate and regulatory requirements, such briefings shall not be considered as Directors' training and development.

11.2 The Board shall ensure compliance of the Mandatory Accreditation Programme Part I and Part II ("MAP") as required by Bursa for newly appointed Directors. In addition to the MAP as required by Bursa, 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 dischargetheir duties and maintain active participation in the Board deliberations.

11.3 Any Director appointed to the Board is required to complete the MAP within the timeframes as set out in the table below :-

No.	Director	Timeframe to Complete MAP
(a)	A Director who is appointed for the first time as a Director of a listed issuer	The Director must complete the :- • MAP Part I within 4 months from the date of appointment; and • MAP Part II within 18 months from the date of appointment.
(b)	A Director of an applicant	The Director must complete the :- • MAP Part I prior to the date of admission of the applicant; and • MAP Part II within 18 months from the date of admission.

MAP Part I - existing training for Directors in relation to corporate governance and a Director's roles, duties and liabilities.

MAP Part II - focus substantively on sustainability.

11.4 With assistance from the Nominating Committee, the Board shall assess further training programme needs of the Directors on an on-going basis.

12. COMPANY SECRETARY

12.1 The appointment or removal of Company Secretary or Secretaries of the Board shall be the prerogative of the Board as a whole. The Secretary appointed should be suitably qualified and competent in order to support the Board in carrying out its roles and responsibilities.

12.2 The Secretary is responsible:

i) Record minutes of all Board and Board Committees' meetings and facilitate board communications;
ii) Advise the Board on its roles and responsibilities;
iii) Advise the Board on corporate disclosures, listing requirements, and compliance of rules and regulations;
iv) Manage processes pertaining to the annual shareholder meeting;
v) Assist in the communication of stakeholders; and
vi) Monitor and advise the Board on changes in corporate governance and assist in applying the practices.

12.3 All Board members have unrestricted access to the advice and services of the Company Secretary for the purposes of the Board's affairs and the business.

13. INVESTOR RELATIONS AND SHAREHOLDER COMMUNICATION

13.1 The Board shall endeavor to familiarise itself with issues of concern of the shareholders.

13.2 The Board shall ensure transparency, accuracy, accountability and fair dissemination of information when communicate with or to its shareholders, potential investors, analysts and the public.

13.3 The means of communication to shareholders and investors, amongst others, are as follows:

i) The general meetings of the Company;
ii) Announcements and disclosures made to Bursa;
iii) Corporate website;
iv) Press conference and/or press release to the media; and
v) Conducts regular dialogues with financial analysts and institutional investors.

14. ACCESS TO INFORMATION AND INDEPENDENT ADVICE

14.1 The Directors, collectively or individually, have unrestricted access to the advice of the Company Secretary and senior management and may also seek independent professional advice and information in the furtherance of their duties and responsibilities at the Company's expense.

14.2 Before seeking independent professional advice, the individual Directors shall:-

i) First, discuss with the Chairman;
ii) Provide a written notice to the Company Secretary of his intention to seek independent advice with a brief summary of the subject matter; and
iii) The Board shall be notified and approval be obtained prior to the engagement of the professional advisors.

15. CODE OF ETHICS AND CONDUCT

15.1 In the performance of his duties, a Director shall at all times observe the following code of conduct and ethics:

i) Exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company and Group and not abuse his or her authority to influence any decision making or harm others;
ii) Comply with all laws, rules, and regulations including anti-corruption and bribery and money laundering;
iii) Not deal in securities or communicate such information to any unauthorised persons for the benefit of oneself or any other person if the Directors possess inside information;
iv) Adhere to the Group's Anti-Corruption and Bribery Policy and refrain from providing or obtaining any gifts, entertainment, hospitality, donation, and sponsorship that would reasonably expect to influence the decision of the Director;
v) Exercise independent oversight and make decisions solely on merits, if necessary, openly oppose if the vital interest of the Company is at stake;
vi) Disclose any conflict of interests whether directly or indirectly with the Company and Group;
vii) Safeguard all Company's assets including confidential information and non-public information. Directors should neither divert to his own advantage any business opportunity that the Company or Group is pursuing, nor may he use the Company's asset for his own advantage or that of others;
viii) Ensure adequate safety measures and proper protection for workers and employees at the workplace.
ix) Ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
x) Be more proactive to the needs of the community and to assist in society-related programmes; and
xi) Ensure that the activities and the operations of the Company and the Group do not harm the interest and well-being of society at large.

16. REVIEW OF BOARD CHARTER

16.1 The Board Charter is made available for reference in the Company's website at www.aim-net.com.my.

16.2 The Board Charter shall be reviewed and updated periodically to ensure it remains consistent with the Board's objectives and responsibilities current listing, regulatory requirements and corporate governance best practices. Any updates and amendments will be recommended to the Board for approval by the relevant Board Committee, where applicable.

This Board Charter was reviewed and adopted by the Board on 21 August 2026.

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