

BOARD CHARTER

1. Introduction

The Malaysian Code of Corporate Governance (Code) was first issued in March 2000. The Code was a reformation in the corporate governance framework in Malaysia. Later, in order to strengthen the roles and responsibilities of the board of directors, audit committee and the internal audit function, the Code was revised in year 2007 (2007 Code).

In March 2012, since the requirements and expectations on corporate governance continue to evolve, the Malaysian Code of Corporate Governance 2012 (MCCG 2012) was then created whereby it advocates the adoption of standards that go beyond the minimum prescribed by regulation. MCCG 2012 focuses more on strengthening the board structure and its composition in recognizing the role of directors as active and responsible fiduciaries.

Hence, the Board Charter is created to apply the recommendations and good practices of key governance activities to the Company.

2. Objectives

The Board Charter (“Charter”) sets out the role, composition and responsibilities of the Board of Directors (“the Board”) of IIUM Holdings Sdn. Bhd. and its subsidiaries (“the Group”).

The Charter also outlines the role and responsibilities of the Group Chief Executive Officer (Group CEO), Company Secretary and also the primary committees that are established to assist the Board in its oversight function.

3. The Board

3.1 **Role**

3.1.1 The Board is charged with leading and managing the Company in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Company. The Directors, collectively and individually, are aware of their responsibilities to the shareholder and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Company’s values and standards and ensures that its obligations to the shareholder and stakeholders are understood and met.

3.1.2 The Board understands that the responsibility for good Corporate Governance rests with them and therefore strives to follow the principles and recommendations stated in MCCG 2012.

3.1.3 The Board meets in person at least once every quarter to facilitate the discharge of their responsibilities. Members of the Management who are not Directors may be invited to attend and speak at meetings relating to their sphere of responsibilities.

- 3.1.4 Duties of the Board include establishing the corporate vision and mission, as well as the philosophy of the IIUM Holdings Sdn. Bhd. and its subsidiary, setting the aims of the Management and monitoring the performance of the Management.
- 3.1.5 The Board assumes the following specific duties :
- a) Reviewing and adopting a strategic plan for the Group;
 - b) Overseeing the conduct of the Group's businesses;
 - c) Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;
 - d) Succession planning in the Human Resource structure;
 - e) Overseeing the development and implementation of shareholder communications policy for the Group; and
 - f) Reviewing the adequacy and the integrity of the management information and internal controls system of the Group.
- 3.1.6 The Board may determine which issues require a decision of the full Board and which issues can be delegated to Board Committees or the Management.
- 3.1.7 The Board reserves full decision-making powers on the following matters :
- a) Conflict of interest issues relating to a Director;
 - b) Material acquisitions and disposition of assets not in an ordinary course of business;
 - c) Investment in Capital projects;
 - d) Authority levels;
 - e) Treasury policies;
 - f) Risk management policies; and
 - g) Key human resource issues.
- 3.1.8 The Board may, collectively or individually, seek independent professional advice in furtherance of their duties at the Group's expense.

3.2 Composition and Board Balance

- 3.2.1 The Board consists of qualified individuals with diverse experiences, backgrounds and perspectives. The composition and size of the Board is such that it facilitates the making of informed and critical decisions.

- 3.2.2 At any one time, at least two (2) or one third, whichever is higher, of the Board members are Independent Directors.
- 3.2.3 The views of the Management are represented at meetings of the Board by the presence of senior executives when required.
- 3.2.4 The Independent Directors provide independent judgment, experience and objectivity without being subordinated to operational considerations.
- 3.2.5 The Independent Directors help to ensure that the interests of the shareholder, and not only the interests of a particular fraction or group, is indeed 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 views of the Independent Directors should carry significant weight in the Board's decision –making process. However, the Board decides collectively in all matters that require the Board's decision.
- 3.2.7 If, in 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.

3.3 Appointments

- 3.3.1 The appointment of a new Director in the Group is a matter for consideration and approval by the full Board upon recommendation from the University.
- 3.3.2 New Directors are expected to have such expertise so as to qualify them to make a positive contribution to the Board performance of its duties and to give sufficient time and attention to the affairs of the Group.
- 3.3.3 The Group Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointments of new Directors are properly executed.
- 3.3.4 Upon the appointment of a new Director, the Group Company Secretary advises the Director of his/her principal duties and responsibilities. Thereafter, all Directors are provided with appropriate briefings on the Group's affairs and up-to-date Corporate Governance materials published by the relevant bodies.
- 3.3.5 The Group adopted an induction programme for newly appointed Directors. The induction programme aims at communicating to the newly appointed Directors, the Group's vision and mission, its philosophy and nature of business, current issues within the Group, the corporate strategy and

the expectations of the Group concerning input from Directors. The Group Company Secretary is primarily responsible for the induction programme with appropriate assistance from other Directors or senior management.

- 3.3.6 The Group adopted educational/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 as a whole.
- 3.3.7 The directorships held by any Board member at any one time shall not exceed ten (10) in listed companies and fifteen (15) in non-listed.

3.4 Re-election

- 3.4.1 All Directors are subject to retirement by rotation.

3.5 Supply of Information

- 3.5.1 The Group aims to provide all Directors with timely and quality information and in a form and manner appropriate for them to discharge their duties effectively.
- 3.5.2 The management is responsible for the Board with the required information in an appropriate and timely manner. The Chairman, assisted by the Group CEO and the Group Company Secretary, assesses the type of information that is required to be provided to the Board. If the information provided by the Management is insufficient, the Board will make further enquiries where necessary to which the persons responsible will respond as fully and promptly as possible.
- 3.5.3 A full agenda and comprehensive Board papers are circulated to all Directors well in advance of each Board meeting.
- 3.5.4 *Inter alia*, the Board paper include the following :
- a) Quarterly financial report and report on the Group's cash and borrowing position;
 - b) Minutes of the meetings of all Committees of the Board and subsidiary companies;
 - c) A current review of the operations of the Group;
 - d) Reports on Related Party Transactions and Recurrent Related Party Transactions; and
 - e) Annual Management Plans.
- 3.5.5 Any approval given by the Chairman or any of the Board members outside the Board meeting or without the consensus of the entire Board must be tabled and presented

at the forthcoming Board meeting for ratification and must be reflected in the Board minutes.

- 3.5.6 Full Board minutes of each Board meeting are kept by the Group Company Secretary and are available for inspection by any Director during office hours.
- 3.5.7 Minutes of Board of Directors' meetings and the Board papers are private and confidential in nature and therefore contain sensitive information. The minutes and the Board papers shall not be privy to others except for the Board of Directors, Group CEO, Group Company Secretary, Internal and External Auditors.

4. Chairman and Group Chief Executive Officer (Group CEO)

The respective roles and responsibilities of the Board and management are clearly set out and understood to ensure the accountability of both parties. As such, the Chairman (i.e Non-Executive Chairman), together with the Group CEO, has developed the descriptions for their respective functions. In addition, the Chairman has also developed and agreed with the Group CEO, the corporate objectives, which include performance targets and long-term goals of the business, to be met by the Group CEO.

4.1 Chairman

- 4.1.1 The Chairman is responsible for leadership of the Board in ensuring the effectiveness of all aspects of its role. The Chairman is responsible for :
 - a) presiding the Chair at General Meetings and Board meetings;
 - b) ensuring effective operation of the Board and its committees in conformity with the highest standards of corporate governance;
 - c) engaging the Board in assessing and improving its performance;
 - d) ensuring the provision of accurate, timely and clear information to Directors;
 - e) ensuring effective communication with the shareholder and relevant stakeholders;
 - f) facilitating the effective contribution of Directors by ensuring that they are all involved in discussions and decision-making;

- g) ensuring constructive relations being maintained between Directors and Group CEO and maintaining the relationship trust between them; and
- h) supporting the Group CEO in the development of strategy and, more broadly, to support and advise the Group CEO accordingly.

4.1.2 The Chairman, in consultation with the Group CEO and the Group Company Secretary, sets the Agenda for Board meetings and ensures that all relevant issues are on the agenda.

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 preparations for the Board's discussion.
- The issues discussed are forward looking and concentrate on strategy.

4.1.4 The Chairman ensures that every Board resolution is put to vote to ensure the will of the majority prevails.

4.2 Group Chief Executive Officer (Group CEO)

4.2.1 The Group CEO is the conduit between the Board and the Management in ensuring the success of the Group's governance and management functions. The Group CEO is responsible for :

- a) developing strategy proposals for recommendation to the Board and to ensure that the agreed strategies are reflected in the business;
- b) developing annual plans, consistent with the agreed strategies, to be presented to the Board for support;
- c) to plan human resourcing in ensuring that the Group has the capabilities and resources required to achieve its plan;
- d) developing an organizational structure and establish processes and systems to ensure the efficient organization of resources;
- e) to be responsible to the Board for the performance of the business consistent with the agreed plans, strategies and policies;

- f) leading the executive team, including the development of performance contracts and appraisals;
 - g) ensuring that the financial results, business strategies and, where appropriate, targets and milestones are communicated to the investment community;
 - h) developing and promoting effective communication with shareholders and other relevant constituencies;
 - i) ensuring that the business performance is consistent with the Business Principles;
 - j) ensuring that robust management succession and management development plans are in place and presented to the Board from time to time;
 - k) developing processes and structure to ensure that the capital investment proposals are reviewed thoroughly, that associated risks are identified and appropriate steps being taken to manage the risks;
 - l) developing and maintaining an effective framework of internal controls over risk in relation to all business activities including the Group's trading activities;
 - m) ensuring that the flow of information to the Board is accurate, timely, transparent and clear; and
 - n) establishing a close relationship of trust with the Chairman, reporting key developments to him, in a timely manner and seeking advice and support as appropriate.
- 4.2.2 The Group CEO has the executive responsibility for the daily operation of the Group's business.
- 4.2.3 The Group CEO implements the policies, strategies and decisions adopted by the Board.
- 4.2.4 All Board authorities conferred on Management is delegated through the Group CEO and this will be considered as the Group CEO's authority and accountability as far as the Board is concerned.

5. Board Committees

The Board appoints the following Board Committees with specific terms of reference to assist in its oversight function :

- Audit Committee
- Nomination and Remuneration Committee
- Remedial Grievance and Disciplinary Committee

5.1 Audit Committee (AC)

- 5.1.1 The AC comprises of not less than 3 members and the members shall be one from the Board and two independent members from the University.
- 5.1.2 At least one member of the AC shall be a member of the Malaysian Institute of Accountants.
- 5.1.3 No alternate Director can be appointed as a member of the AC.
- 5.1.4 The Chairman of AC shall also be a member of the Board.
- 5.1.5 The Group Company Secretary or his/her nominee shall be the Secretary to AC.
- 5.1.6 In line with good corporate governance, any matter/issue that relates to any of the AC members, the respective member should not be present during the discussion or should be excused from attending the meeting.
- 5.1.7 The main functions and duties of AC shall include the review of the following areas and report the same to the Board :
- a) the yearly results and annual financial statements, prior to the approval by the Board of Directors, focusing on matters set out below :
 - Any changes in major accounting policies and practices, and its implementation;
 - Significant adjustments arising from the audit;
 - The going concern assumption; and
 - Compliance with accounting standards and regulatory requirements.
 - b) with the external auditors :
 - evaluation of the system of internal controls;
 - effectiveness of management information system including any suggestions for improvement and management response;
 - any relationships or services that may impact on the independence and objectivity of the external auditors and taking, or recommend that the Board takes, appropriate action to ensure the independence of the external auditors;
 - the audit reports; and
 - any assistance given by the employees of the Company and its Group to the external Auditors.
 - c) The AC shall discuss problems and issues arising from the interim and final external audits, and any other

matters the external auditors may wish to discuss in the absence of the management.

d) On internal audit functions :

- Identify and appoint a head of internal audit, with relevant qualifications, who reports directly to the audit committee and be responsible for providing assurance to the Board that internal controls are operating effectively;
- Oversee the internal control framework to ensure operational effectiveness, including its strategic focus, activities and plans, staff numbers and qualifications and budget and also adequate protection of the Company and its Group's assets from misappropriation;
- Review, challenge and approve the audit plan, risk assessment and audit methodology and ensure robustness in the audit planning process;
- The adequacy of the internal audit scope, functions and resources of the internal audit functions and that it has the necessary authority to carry out its work;
- The internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit functions;
- Shall undertake any such other functions as may be determined by the Board for the effective performance of its oversight function from time to time; and
- Any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity.

5.1.8 The AC shall establish, oversee and review procedures for the receipt, retention of information about and treatment of complaints relating to financial matters, internal accounting controls and auditing, including the confidential and anonymous submission by staff of concerns relating to questionable accounting and auditing matters.

5.1.9 The AC meets on quarterly basis to carry out its functions and more frequently as circumstances require. The AC is responsible for assessing annually the qualification, expertise

and resources, and independence and objectivity of the external auditors, and the effectiveness of the audit process, including the cost effectiveness of the audit and also for recommending the person or persons to be nominated to act as the external Auditor and the remuneration and terms of engagement of the external Auditor.

- 5.1.10 Directors who are not members of the Committee, the Group's senior management, the Group Internal Auditor and representatives of the external auditors may attend the meetings when required.
- 5.1.11 The Board will review the performance of the Audit Committee once in every three (3) years.

5.2 Nomination and Remuneration Committee (NRC)

- 5.2.1 The NRC comprises of not less than 3 members and shall be members of the Board.
- 5.2.2 The Chairman of NRC shall be appointed by the Board.
- 5.2.3 The Group Company Secretary or his/her nominee shall be the Secretary to NRC.
- 5.2.4 In line with good corporate governance, any matter/issue that relates to any of the NRC members, the respective member should not be present during the discussion or should be excused from attending the meeting.
- 5.2.5 The functions and duties of the NRC shall include but not limited to :
- The NRC shall annually review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
 - The NRC shall consider and recommend suitable persons for appointment as Director of IIUM Holdings Sdn. Bhd., its subsidiaries and members of the Board Committees;
 - Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
 - The NRC shall review where a director is in a situation (or potentially in a situation) whereby the director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and to recommend to the Board whether any such

situational conflict should, and if so, on what terms, be authorized by the Board, and if deemed appropriate, recommend approval of such conflicts to the Board;

- The NRC shall annually review the term of office, and terms of reference of all Board Committees, with the assistance of the Group Company Secretary;
- The NRC shall ensure that an appropriate succession planning for Group CEO, Heads of subsidiary companies and the Group Company Secretary is in place;
- The NRC shall review and recommend to the Board the appointment, evaluation, resignation, disciplinary actions and termination of the Group CEO, Heads of subsidiary companies and Group Company Secretary;
- The NRC shall review and recommend the terms and conditions of service, remuneration, compensation and benefits package (including bonus and salary increment) of the Group CEO, Heads of subsidiary companies and the Group Company Secretary; and
- Upon recommendation by the Group CEO, the NRC shall review the annual bonus framework for the Group, and if deemed appropriate, recommend approval of the annual bonus to the Board, including the total quantum of payment.

5.2.6 The Board will review the performance of the NRC once in every three (3) years.

5.2.7 The meetings of NRC are held as and when required.

5.3 Remedial Grievance and Disciplinary Committee (RGDC)

5.3.1 The RGDC comprises of not less than 3 members and shall be members of the Board.

5.3.2 The Chairman of RGDC shall be appointed by the Board.

5.3.3 The Group Company Secretary or his/her nominee shall be the Secretary to RGDC.

5.3.4 The RGDC provides employees with accessible avenue to report/disclose in good faith or lodge a complaint, of any suspected wrongdoing which includes suspected fraud, misappropriation of assets, sexual harassment, criminal breach of trust, corruption, questionable or improper accounting, misuses of confidential information, dissatisfaction in work related issues, disciplinary matters and acts or omission which are deemed to be against the interest of the Group, laws, regulations or public policies.

- 5.3.5 The Board shall appoint the Group Company Secretary, or any other Designated Officer, to be responsible to receive the complaint, initiate inquiry and ensure that each report, disclosure or complaint is attended to appropriately.
- 5.3.6 For complaints or reports that are against any staff within the Group, the report shall be channeled to Human Resource Committee (HRC), a committee that is under the jurisdiction of Human Resource Department, whilst for complaints or reports that are against the Group Company Secretary, the Group Legal Advisor and members of HRC (except the Group CEO), the report shall be channeled to RGDC for further deliberation and action.
- 5.3.7 For this purpose only, the Group Company Secretary or his/her nominee shall be the Secretary of HRC. If the complainant is not satisfied with the conclusion of HRC, then the complainant has the right to lodge his/her report, disclosure or complaint to RGDC. The verdict made by RGDC on this matter shall be final.
- 5.3.8 In the event the complainant is not satisfied with the conclusion of RGDC on complaints made against the Group Company Secretary, the Group Legal Advisor and members of HRC (except the Group CEO), then the complainant has the right to lodge his/her report, disclosure or complaint to the Board of IHoldings.
- 5.3.9 If the report, disclosure or complaint involves any member of the Board of Directors, including the Group CEO (except the Chairman of the Board), the report, disclosure or complaint shall be referred directly to the Chairman of the Board whom shall decide the next course of action to be taken.
- 5.3.10 If the report, disclosure or complaint involves the Chairman of the Board, the report, disclosure or complaint shall be referred directly to the Board of Governors of the University for further action / instruction.
- 5.3.11 If the report, disclosure or complaint is substantiated, appropriate disciplinary action shall be taken against the responsible individual(s) in accordance to the Group's Staff Disciplinary Rules.
- 5.3.12 Any act of reprisal and retaliation against the complainant shall result in disciplinary action in accordance to the Group's Staff Disciplinary Rules.
- 5.3.13 Malicious use of the facility of reporting, disclosing or complaining shall result in disciplinary action against the complainant in accordance to the Group's Staff Disciplinary Rules.

5.3.14 The main functions and duties of RGDC shall include the review of the following areas :

- a) Maintaining and safeguarding the confidentiality and security of all complainants;
- b) Ensuring effective management, documentation, investigation, reporting and implementation of corrective measure of all complaints;
- c) Ensuring that the investigation report was conducted based on facts and figures;
- d) Monitoring the whole process until completion and to give feedback to the related parties; and
- e) Properly maintaining an up-dated record on the status of actions of complaints to the Board.

5.3.15 Meetings of the RGDC and HRC are held as and when required.

6. Remuneration Level of Group CEO

- 6.1 The Group aims to set the remuneration package at levels which are sufficient to attract and retain the Group CEO needed to run the Group successfully, taking into consideration all relevant factors including the function, workload and responsibilities involved, but without paying more than is necessary to achieve this goal.
- 6.2 The Group CEO shall have a service contract with the parent company, IIUM Holdings Sdn. Bhd.
- 6.3 A formal independent review of the Group CEO remuneration is determined by NRC after giving due consideration to the compensation levels for comparable positions among other similar companies in nature and size and upon completion to present to the Board for approval.

7. Financial Reporting

7.1 Transparency

- 7.1.1 The Group aims to present a clear and balanced assessment of the Company's financial position and future prospects and other relevant reports submitted to regulators.
- 7.1.2 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 in accordance with the approved accounting standards.
- 7.1.3 The Auditors Report shall contain a statement from the Auditors explaining their responsibility in forming an

independent opinion, based on their audit, of the financial statements.

7.2 Company External Auditors

- 7.2.1 The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Group External Auditors through its AC.
- 7.2.2 The AC also keeps under review the scope and results of the audit and its cost effectiveness and the independence and objectivity of the Group External Auditors. The Group ensures that the Group External Auditors do not supply a substantial volume of non-audit services to the Company.
- 7.2.3 Appointment of the Group External Auditors is subject to approval of the shareholder at General Meetings. The Group External Auditors have to retire during the Annual General Meeting every year and be re-appointed by the shareholder for the ensuing year.

7.3 Internal Controls and Risks Management

- 7.3.1 The Group has a well-resourced internal audit function, which critically reviews all aspects of the Group's activities and its internal controls. Comprehensive audits of the practices, procedures, expenditure and internal controls of all business and support units and subsidiaries are undertaken on a regular basis. The Group Internal Audit has direct access to the Board through the Chairman of the AC.
- 7.3.2 The AC ensures the system of internal controls is reviewed on a regular basis.
- 7.3.3 The Board receives reports regarding the outcome of such reviews on a regular basis.

8. General Meetings

8.1 Annual General Meeting (AGM)

- 8.1.1 The AGM of the Company and its subsidiary companies is to be convened once in every year.
- 8.1.2 The Agenda for the AGM is as follows :
 - a) Consideration of the Accounts, Balance Sheets and the Report of the Directors and Auditors;
 - b) Approval of Directors' Remuneration (if any);

- c) Election of the Directors in the place of those retiring; and
- d) Appointment and fixing of the remuneration of the Auditors

9. Investor Relations and Shareholder Communication

- 9.1 The Board acknowledges the need to maintain timely and effective communications with its shareholder whereby the shareholder should be fully informed about the Group and able to have access to all material business matters affecting the Group and as such adopts an effective, open and transparent policy for communication with the shareholder.
- 9.2 The Board ensures the timely release of financial results on yearly basis to provide the shareholder with an overview of the Group's performance and operations during the year.
- 9.3 The Group's website provides easy access to corporate information pertaining to the Group and its activities and is continuously updated.

10. Relationship with Other Stakeholders

A good stakeholder management will support an organization's strategic objectives by interpreting and influencing both the external and internal environments and by creating positive relationships with stakeholders through appropriate management of their expectations and agreed objectives.

10.1 Employees

- 10.1.1 The Board acknowledges that the employees are invaluable assets of the Group and play a vital role in achieving the vision and mission of the Group as a whole.

10.2 Environment

- 10.2.1 The Board acknowledges the need for environmental conservation and improvement of the health of the environment by attempting to balance relations between humans and the various natural systems on which they depend in such a way that all the components are accorded to a proper degree of respect.
- 10.2.2 The Group supports initiatives on environmental issues.

10.3 Corporate Social Responsibility

- 10.3.1 The Board acknowledges that the Group should create a positive impact to the welfare of the local community while doing business.
- 10.3.2 The Group must sustain equilibrium between the economy and the ecosystem either through passive action (by avoiding engaging socially harmful acts) or through active actions (by performing activities that directly advance social goals such as supporting charitable causes and initiatives on community development projects).

11. Group Company Secretary

- 11.1 The Board appoints the Group Company Secretary, who plays an important advisory role, and ensures that the Group Company Secretary fulfills the functions for which he/she has been appointed.
- 11.2 The Group Company Secretary is accountable to the Board through the Chairman of the Board and Committees on all governance matters.
- 11.3 The Group 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 Group as a whole.
- 11.4 The Group Company Secretary should advise Directors of their obligations to adhere to matters relating to :
 - a) disclosure of interest
 - b) disclosure of any conflict of interest in a transaction involving the Company
 - c) restrictions on disclosure of price-sensitive information.
- 11.5 The Group Company Secretary must keep abreast of, and inform, the Board of current governance practices.
- 11.6 The Board members have unlimited access to the professional advice and services of the Group Company Secretary.

12. Application

- 12.1 The principles set out in this Charter are :
 - a) kept under review annually and updated as practices on Corporate Governance develop and further guidelines on Corporate Governance are issued by the relevant regulatory authorities; and

- b) applied in practice having regard to their spirit and general principles rather than to the letter alone as well as to ensure it remains consistent with the Board's objectives and responsibilities.
- 12.2 The Board endeavours to comply at all times with the principles and practices set out in this Charter.
- 12.3 Any updates to the principles and practices set out in this Charter will be made available on the Company's website at **iiumholdings.com.my**.