

1. Introduction

This Board charter:

- sets out the principles for the operation of Board of Directors (Board or Director(s));
- describes the functions of the Board; and
- describes those functions delegated to the management of Green Ocean Corporation Berhad (GOCB or Company).

The Board and/or the Board Committees have delegated the operations and management of the Company to the Managing Director (MD) and to appropriate members of the senior management group.

This charter and the various complementary charters adopted by the Board and the various committees have been prepared and adopted on the belief that good governance can add to the performance of the Company.

2. Role and Responsibilities of the Board

The Board's primary responsibilities include, but are not limited to:

- monitor and manage the business and affairs of the Company;
- provide a sound base for good corporate governance in the operations of the Company; and
- honestly, fairly and diligently in all respects in accordance with the applicable laws.

Each of the Directors must act in the best interests of the shareholders and in the best interests of the Company as a whole.

Responsibilities of the Board

Key responsibilities of the Board –

- select the right MD;
- ensure that the management has in place appropriate processes for risk assessment and management, internal control and the monitoring of performance against agreed benchmarks;
- work with senior management as collaborators in advancing the interests of the Company;

- delegate authority and once delegated, management needs to be free to manage, and
- test and question management's assertions, monitor progress, evaluate management's performance and will, where warranted, take corrective action.

The Board is responsible for the management of the affairs of the Company, including:

2.1. Financial strategic objectives

- Evaluating, approving and monitoring:
 - strategic and financial plans
 - annual budgets and business plans
 - major capital expenditure, capital management and all major corporate transactions including the issue of securities
- Approving audited financial statements and annual reports.

2.2. Executive management

- Hiring and firing of MD and Chief Financial Officer (CFO).
- Monitoring and managing the performance of MD and CFO. The Board will consider the roles and responsibilities of the MD and CFO (see Sections 4 and 5 below) and their authorities and accountabilities, as well as performance indicators, to provide monitoring benchmarks. Managing succession planning for the positions of MD and CFO. This will involve working with the CFO to identify the requirements for critical positions and individuals who can fill these positions on both an interim basis in an emergency and over the longer term.
- Ratifying the terms of appointment of other senior management, including the terms of equity remuneration.

2.3. Risk management and internal control

- Assess and review the effectiveness of the system of internal control.
- Monitoring the Company's performance with respect to the rules of the Malaysian Code on Corporate Governance (MCCG) issued by the Securities Commission Malaysia (SC).
- Approving and monitoring risk management framework.
- Approving and monitoring compliance with key corporate policies and protocols.

- Monitoring operations in relation to compliance with relevant regulatory requirements.

2.4. Guidelines for risk management and strategic planning

- Oversees the process to identify business opportunities and risks.
- Considers the extent and types of risk that is acceptable.
- Monitors and reviews the systems and processes for managing a broad range of business risks.

2.5. Reporting

- Supervise disclosure in the annual report and any information publicly available on the Company's policies.
- Consider and approve any decision to deviate from the rules of the MCGG and the inclusion of an appropriate statement regarding such departures in the annual report.

An example will be as follows:

The Board has considered the Bursa Malaysia Securities Berhad's (Bursa Securities) recommendation [#] and its application to the Company having regard to the circumstances and industry practice. The Board has determined that practice recommendation [#] is not appropriate for the Company. The decision was based on the following:

[Reasons]

The Board does not believe the benefits are commensurate with the monetary and other costs they impose. As a result, their contribution to shareholder well-being is believed to be minimal.

- Supervise the public disclosure of all matters under the ACE Market Listing Requirements (AMLR) by Bursa Securities, ensuring they are consistent with the Company's Disclosure Policy, and provide a commentary of any Board decision not to make such disclosure or clarification of the disclosure made.

3. Board Composition

The Board shall not be less than two (2) nor more than twelve (12) members.

The board comprises at least 30% women directors.

Additional Directors may be appointed to the Board when it is considered appropriate to the Company's requirements.

Each Director is bound by all of the Company's charters, policies, codes of conduct and other policies that may be adopted by the Board from time to time.

4. Separation of duties and authority between the Chairman and MD

Consistent with the recommendations of MCCG, the Chairman of the Board (Chairman) and the MD have clear, defined roles in the organisation and function in accordance with clear lines.

4.1. Chairman

The Board has powers to appoint a chairman.

The Chairman will:

- Chair Board meetings;
- Chair meetings of members, including the annual general meetings;
- Be the primary spokesperson at the annual general meetings;
- Provide guidance and mentoring to the MD; and
- Ensure the process of Board evaluation is conducted.

4.2. MD

The Board must delegate sufficient powers to the MD for him/her to manage the business of the Company effectively.

The MD:

- has primary responsibility to the Board for the affairs of the Company;
- must carry out the objectives of the Board in accordance with its instructions; and
- reports to the Board on all matters the MD considers to be material to the affairs of the Company.

The MD will:

- develop with the Board, implement and monitor strategic and financial plans;
- develop, implement and monitor annual budgets and business plans;
- plan, implement and monitor all major capital expenditure, capital management and all major corporate transactions including the issue of any securities of the Company;
- ensure that all financial and other reports and external communications, including material announcements and disclosures, are in accordance with the Company's policy;

- manage the appointment of senior management positions;
- develop, implement and monitor the Company's risk management framework;
- be the primary channel of communication and point of contact between the executive staff and the Board;
- keep the Chairman fully informed of all material matters which may be relevant to the Board;
- provide strong leadership and effectively manage the Company in order to:
 - encourage cooperation and teamwork;
 - build and maintain staff morale at a high level;
 - build and maintain a strong sense of staff identity with, and a sense of allegiance;
 - ensure a safe workplace for all personnel;
 - ensure that the Company has regard to the interests of employees and customers and the community and environment in which the Company operates; and
 - otherwise carry out the day-to-day management of the Company

The Chairman and the MD will agree between themselves:

- as to their respective roles in relation to all meetings (formal and informal) with shareholders and all public relations activities;
- the agenda for Board meetings, in consultation with the Company Secretary;
- all material matters which may be relevant to Directors;
- approve and/or delegate authority for the approval of all material Bursa and investor and shareholder releases; and
- and other appropriate members of the senior management, review all matters material to the interests of the Company.

4.3. Authority of the MD

The delegation of authority to the MD is subject to the limits determined by the Board.

The MD is formally delegated power by the Board to authorise all expenditure as approved in the budget, provided that capital expenditure in excess of the limits set out in the Authority Limit Policy must be approved by the Board and all payments to the MD outside of normal agreed monthly remuneration must be authorised by the Nomination and Remuneration Committee.

4.4. Specific duties of the CFO

The CFO will:

- develop, implement and monitor financial and accounting controls and systems for the Company that ensure accurate records and timely reporting to management, board and shareholders;
- oversee the preparation of annual budgets;
- monitor all capital expenditure, capital management and corporate transactions including the issue of any securities of the Company;
- monitor all contracts and agreements that involve financial commitments or sale of assets, including in the ordinary course of business;
- ensure that all financial and other reports and external communications, including material announcements and disclosures, are in accordance with the company's external communication policy;
- manage all accounting and financial staff;
- develop, implement and monitor the Company's SOPs as they apply to accounting and financial staff;
- agree with the MD on all meetings (formal and informal) with shareholders and all public relations activities;
- keep the MD fully informed of all material financial and accounting matters which may be relevant to the performance of his duties;
- in conjunction with other appropriate members of the senior management, review all matters material to the interests of the Company;
- provide strong leadership and effectively manage the Financial and Accounting Department in order to:
 - encourage cooperation and teamwork;
 - build and maintain staff morale at a high level; and

- build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Company.

4.5. Limitations on CFO's authority

The delegation of authority to the CFO is subject to the limits determined by the Board and the MD.

5. CFO and other senior finance managers

The CFO and senior finance officers influencing financial performance of the Company will:

- conduct their duties at the highest level of honesty and integrity;
- observe the rule and the spirit of the law and comply with any relevant ethical and technical standards;
- maintain the confidentiality of all information acquired in the course of employment and not make improper use of, or disclose to third parties, any confidential information unless that disclosure has been authorised by the Board, or is required by law or by the AMLR;
- observe the principles of independence, accuracy and integrity in dealings with the Board, Board Committees, audit committees, external auditors and other senior managers within the Company;
- disclose to the Board any actual or perceived conflicts of interest, whether of a direct or indirect nature, of which the CFO becomes aware and reasonably believes may compromise the reputation or performance of the Company;
- maintain transparency in the preparation and delivery of financial information to both internal and external users;
- exercise diligence, skill and good faith in the preparation of financial information and ensure that such information is accurate, timely and represents a true and fair view of the financial performance and condition of the Company, and ensure that such financial information complies with all relevant legislative requirements;
- ensure the maintenance of a sound system of internal controls to safeguard the Company's assets and the management of risk exposure through appropriate forms of risk control;
- set a standard of honesty, fairness, integrity, diligence and competency in respect of the position of chief financial officer; and observe, develop and implement the principles of this charter in a conscientious, consistent and rigorous manner.

6. Independence of Directors

The following questions have been adopted to assist in deciding whether a Director is considered "independent". However, the Company is not proposing to adopt hard and fast rules.

6.1. Independence standard

At the time of the Director's appointment, the Board will consider whether the Director is "independent", having regard to answers to following questions:

- Is the Director a substantial shareholder or an officer or otherwise directly associated with a substantial shareholder of the Company?
- Has the Director within the last three (3) years been employed in an executive capacity by the Company or another group member, or been a director after ceasing to hold any such employment?
- Within the last three (3) years has the Director been:
 - a principal of a material professional adviser;
 - a material consultant to the Company or another group member; or
 - an employee materially associated with the service provided by such adviser or consultant to the Company?
- Is the Director a material supplier or customer of the Company or other group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer?
- Does the Director have a material contractual relationship with the Company or another group member other than as a Director of the Company?
- Has the Director served on the Board for a period that could, or could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of the Company?
- Is the Director free from any interest and any business or other relationship that could reasonably be perceived to materially interfere with the Director's ability to act in the best interests of the Company?

Materiality. The Board will from time to time determine relevant materiality thresholds for the purpose of ascertaining whether the Director is "independent". As a general rule, a transaction is considered material if:

1. The value of the transaction is in excess of RM1 million, or
2. 5% of gross revenue, whichever is higher.

6.2. Disclosure of Independence

Each independent Director must regularly disclose to the Board all information regarding his or her interests that is relevant to his or her independence having regard to the standard discussed in Section 6.1. Where the independent status of a Director is lost, immediate disclosure must be made to the market.

6.3. Tenure

The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. If upon completion of nine (9) years, the Independent Director continues to serve on the Board, he or she may do so subject to the re-designation as a Non-Independent Director after serving a cumulative term of nine (9) years.

If the Board intends to retain the Independent Director after the ninth (9th) year, the Board shall provide strong justification on the recommendation and seek annual shareholders' approval through a two-tier voting process. Nonetheless, such retention is limited to not more than a cumulative period of twelve (12) years from the date of such person's first appointment as an Independent Director of the Company.

6.4. Annual report disclosure

The Board must ensure that each annual report of the Company discloses in compliance with the corporate governance, the names and other particulars of Directors who are considered by the Board to be independent.

7. Conflicts of interest

As a general principle every Director must bring an inquiring, open and independent mind to Board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion, and reach a decision that he or she believes to be in the best interests of the Company as a whole, free of any personal interest, and consistent with the Director's code of conduct. If the Board determines that a Director may be in a position where there is a reasonable possibility of conflict between his or her personal or business interests or the interests of any associated person or his or her duties to any other company on the one hand, and the interests of the Company or his or her duties to the Company on the other hand, the Board will require that the Director:

- makes a full and frank disclosure to the Board about the circumstances giving rise to the conflict; and
- abstains from voting on any motion relating to the matter and absenting himself or herself from all Board deliberations relating to the matter including receipt of Board papers bearing on the matter.

If the Board resolves to permit a Director to have any involvement in a matter in which there is a possible conflict of interest, the Board must minute full details of the basis of the determination and the nature of the conflict including a formal resolution concerning the matter.

If a Director believes that he or she may have a conflict of interest or duty in relation to a particular matter, the Director should immediately consult with the chairman.

The Company Secretary will record all matters involving a possible conflict of interest.

8. Meetings

Directors should ordinarily receive Board papers and related material not later than seven (7) days prior to the relevant meeting.

The MD should ensure the availability and, if necessary, the attendance at the relevant meeting, of any member of the executive management responsible for a matter included as an agenda item at the relevant meeting.

8.1. Agenda

An agenda will be prepared for each Board and Board committee meeting. The Board meeting will generally follow the format outlined below.

Item

- Minutes of previous meetings
- Matters arising from minutes
- Operations Review
- Projects and Feasibility Study Review, if any
- Management Financial Statements and Treasury Review
- Administration and Corporate Matters
- Business Development including new business opportunities.
- Investments
- General business
- Date and time of next meeting

Each meeting should allow for informal discussions between Board members.

8.2. Circular resolutions

Matters calling for an urgent resolution can be resolved by way of a circular resolution.

Circular resolutions should be approved by the Chairman before being circulated and should normally be preceded by a telephone conference if practical.

Circular resolutions must be signed by the majority of Directors approving the resolution and the circular resolution must be entered into the Board minute book. If the signatures are not obtained, the item is to be deferred to the next Board meeting.

9. Board committees

The Board has established the following Board Committees:

- the Audit Committee; and
- the Nomination and Remuneration Committee

These committees are to consider specific matters and make recommendations to the Board. The Board will consider the materials and recommendations presented to them and arrive at an independent decision on the issue using their skill and judgment.

The Board will consider and approve the charters of the various committees.

The Board will receive copies of committee papers/minutes/agendas in respect of each committee and all non-executive Directors may attend meetings of committees of which they are not members.

10. The Board and executive management

Any Director may communicate directly with the executive management or with other employees or representatives of the Company in relation to the Company's business.

11. Independent advice

A Director is entitled to seek independent professional advice (including but not limited to legal, accounting and financial advice) at the Company's expense on any matter connected with the discharge of his or her responsibilities, in accordance with the procedures and subject to the conditions set out below:

- a Director must seek the prior approval of the Chairman;
- in seeking the prior approval of the Chairman, the Director must provide the Chairman with details of:
 - the nature of the independent professional advice;
 - the likely costs of seeking the independent professional advice; and
 - details of the independent adviser whom he or she proposes to instruct.
- the Chairman may prescribe a reasonable limit on the amount that the Company will contribute towards the costs of obtaining such advice.

12. Remuneration

The level of non-executive Director remuneration will be set by the Nomination and Remuneration Committee so as to attract the best candidates for the Board while maintaining a level commensurate with boards of similar size and type.

13. Board performance

At least once in every financial year, there must be a performance evaluation:

- of the Board and an analysis of the performance of the Board with the requirements of this charter and the Code of Corporate Governance;
- of individual Director's contribution to the Board;
- of Board Committees; and
- establishing the goals and objectives of the Board for the upcoming year.

The Board will determine the manner and form of the performance evaluation.

14. Access to Board charter

This charter will be available upon request to each Director, the senior management group, external auditors, and shareholders.

This charter will also be available to other interested parties upon request, and upon the approval of the Chairman.

15. Review of Board charter

The Board will, at least once in every financial year, review this charter and the terms of reference of every Board Committee, and make any amendments which it considers necessary or desirable.

This Board Charter was reviewed and approved by the Board on 26 May 2026.