

Boardroom Diversity Policy

1. Purpose

The Boardroom Diversity Policy (“the Policy”) sets out the approach to diversity on the Board of Directors (“the Board”) of VSTECS Berhad (formerly known as ECS ICT Berhad) (“the Company” or “VSTECS”).

This Boardroom Diversity Policy has been drafted in the context of VSTECS’s strategic approach to diversity and it is firmly aligned with the achievement of its business objectives.

2. Scope of application

The Policy applies solely to the Board and does not extend to cover diversity in VSTECS’s recruitment practices of non-Board personnel.

3. Policy statement

Building a diverse and inclusive culture is integral to VSTECS’s success. An inclusive culture helps us respond to Malaysia’s diverse customer base.

The Board affirms its commitment to boardroom diversity. A truly diversified Board can enhance the Board’s effectiveness, creativity and capacity to thrive in good times and weather tough times. The Board works to ensure that there is no discrimination on the basis of, but not limited to, ethnicity, race, age, gender, nationality, political affiliation, religious affiliation, sexual orientation, marital status, education, physical ability or geographic region.

The Policy is aligned with the Company’s objectives, values and principles. VSTECS’s strategic intent for boardroom diversity is the attraction, retention and development of a diverse team of skilled people who are increasingly engaged towards the delivering of VSTECS’s strategies. The Policy revolves around the following initiatives:

- Identifying and balancing the different skills and industry experiences, backgrounds and gender of Directors;
- Retaining Directors based on merit, in the context of skills, time commitment and experiences, in order for the Board to be effective;
- Providing a safe and healthy environment for the views of Board members to be heard, their concerns attended to and where, bias, discrimination and harassment on any matter are not tolerated; and
- The Board’s Nominating Committee is to review and assess the Board’s composition and make recommendations on the appointment of new Directors. The Committee is tasked with the following responsibilities:
 - to take into consideration the benefits that flow from diversity and to appoint candidates based on merit and without prejudice, when reviewing the Board’s composition;

VSTECS Berhad
(formerly known as ECS ICT Berhad)
(Company No. 351038-H)
Boardroom Diversity Policy

- to consider the balance of skills, experiences, independence, knowledge and the diversity of representation of the Board, as part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors;
- to work towards achieving the target of having 30% women directors in the Board when circumstances are allowed;
- to implement the Policy and to monitor progress towards the achievement of these objectives.

4. Measurable Objectives

On an annual basis, the Nominating Committee will discuss the implementation of the Policy and recommend measures of implementation to the Board for adoption.

5. Monitoring and Reporting

Disclosure will be made in the corporate governance overview statement of VSTECS's Annual Report and corporate governance report. The Annual Report will include a summary of the Policy.

6. Administrative Matters

On an annual basis, the Nominating Committee will review and assess the effectiveness of the Policy. Any requirement for amendment shall be deliberated upon by the Committee and any recommendations for revisions shall be proposed to the Board for approval.

The Policy will be held in the custody of the Company Secretaries of VSTECS.

7. Review

The Boardroom Diversity Policy is to be regularly reviewed by the Board as and when required.

* Amended pursuant to the Board of Directors' approval on 19 March 2018.

** Updated on 30 November 2018 subsequent to the change of company name from "ECS ICT Berhad" to "VSTECS Berhad" with effect from 30 November 2018.