
Board Charter

MeritWise Group Public Ltd

(Company Registration Number. 157715)

(Incorporated in the Republic of Mauritius on 18 July 2018)

BOARD CHARTER

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1. INTRODUCTION & OBJECTIVES

- 1.1 The Board Charter sets out the objectives, roles and responsibilities, composition, policies and practices of the Board. This Charter should be read in conjunction with the Company's Constitution and in case a dispute in content or meaning arises, the wording of the Constitution shall prevail.

1.2 WEBSITE

The company's website address is www.meritwise.com.

2. COMPOSITION OF THE BOARD

- 2.1 The Company shall maintain a unitary Board which shall comprise an appropriate balance of Executive Directors with their in-depth knowledge of the business and Non-Executive Directors who can bring a wider view to the Company's affairs. The Company has one independent director as at date.
- 2.2 Board members should be qualified for their positions, have a clear understanding of their role and be able to exercise sound judgment about the affairs of the Company. Board composition is reviewed to ensure that the directors between them bring the range of skills, knowledge and experience necessary to direct the Company going forward.
- 2.3 The Chairperson of the Company is Mr. Teo Kang Yeow Cliff.
- 2.4 At least one Board member must be a financial expert, meaning he/she has expertise in financial administration and accounting for companies similar to the organization in size and sophistication.
- 2.5 The Board shall use its best efforts to ensure that its members can act independently of one another; be individuals of integrity who bring a blend of knowledge, skills, objectivity, experience and commitment to the Board.

3. APPOINTMENT, EVALUATION OF THE BOARD/COMMITTEE MEMBERS/DIRECTORS

- 3.1 During every Annual General Meeting of the Company, the directors will discuss and determine whether they are still capable of continuing to be the director of the Company.
- 3.2 The constitution does not make mention on election/re-election of directors.

4. CHAIRPERSON

4.1 Election

The Chairperson of the Board is Mr. Teo Kang Yeow Cliff, a Non-Executive Director. All Board meetings will be chaired from Mauritius.

4.2 Duties

The Chairperson of the Board is primarily responsible for the activities of the Board and ensuring that board proceedings are conducted properly. The Chairperson shall act as the spokesman for the Board, if applicable.

4.3 Responsibilities

The Chairperson is responsible for:

- leadership of the board at Board meetings and ensuring its effectiveness on all aspects of its role;
- setting the board's agenda and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues;
- ensuring the Board meetings are chaired in an effective manner;
- promoting a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors;
- ensuring that the directors receive accurate, timely and clear information; and
- ensuring effective communication with shareholders.

5. COMPANY SECRETARY

The company secretary should be responsible for advising the board on all governance matters. All directors should have access to the advice and services of the company secretary.

The appointment and removal of the company secretary should be a matter for the board as a whole.

The responsibilities of the Company Secretary are:

- advising the board on all governance matters;
- ensuring that the board complies with its obligations under the law and the constitution of the Company; and

6. COMMITTEES

The Company had established an audit committee which consists of three independent non-executive directors.

The Chairperson of the Audit Committee is Ms Chen Xiuling.

The composition, roles and responsibilities, meetings of the audit committee are detailed in the Audit Committee Charter.

7. DUTIES AND POWERS OF THE BOARD

- The Board is ultimately responsible for the affairs of the Company and the delegation of authority to any Committee, (if any) does not discharge the responsibility of the Board in respect of the actions and decisions of a Committee.
- Directors are bound to perform their fiduciary duties as mentioned in the Companies Act 2001 of Mauritius.
- All directors of a company are expected to carry out their duties honestly, in good faith, in the best interests of the company, with diligence and skill, as a reasonably prudent person would in comparable circumstances.
- The Board is responsible for: adoption of strategic plans and policies; monitoring the operational performance; establishing policies and processes that ensure integrity of the Company's internal controls; and risk management.
- The Board will manage potential conflicts of interest of Board members, management, the shareholders and wider stakeholders.
- The Board shall ensure the Company's compliance with all applicable laws, regulations, governance codes, guidelines and regulations and establish systems to effectively monitor and control compliance across the Company.
- The Board reserves specific powers to itself. The Board shall develop clear definitions of the levels of appropriate materiality or sensitivity in order to determine the scope and delegation of its authority. All delegated authority shall be in writing and shall be evaluated on a regular basis.

8. MEETING – FREQUENCY, QUORUM AND BOARD ATTENDANCE

Meetings and proceedings of the Board shall be governed by the Company's Constitution.

Board meetings are presided by the Chairperson of the Board. The board elects a chairperson at every board meeting.

Meetings of the Board shall be held at such time and at such venue as the Board deems appropriate. In addition, meetings of the Board may be held by conference call, video conference or by any other means of communication, provided all participants can communicate with each other simultaneously.

The Board would meet at least one time a year. Additional meetings are held when business needs require. Unless otherwise determined by the Directors, the quorum necessary for the transaction of the business of the Board shall be four.

Each Board member has the right to request that an item be placed on the agenda for a Board meeting.

The admission to a meeting of persons other than Board members, the Secretary and (if invited) other executives shall be decided by majority vote of the Board members present at the meeting.

A Board member may be represented at Board meetings by another person holding a proxy in writing. The existence of such authorization must be proved satisfactorily to the Chairperson of the meeting.

Board members are encouraged to voice dissenting opinions and record these in the minutes. Minutes must be drawn up for every Board meeting and for every resolution adopted outside a meeting. The minutes are to be signed by the Chairperson of the meeting and then added to the organisation's records. Each member of the Board shall receive a copy of the minutes.

9. SHAREHOLDING BY DIRECTORS

The following directors of the Company have direct holding in the Company as per below table:

Name of shareholder	Number of Ordinary Shares	% Holding
Dai An	4,500,000	30%
Chen Sokly	4,500,000	30%
Xiong Huajun	2,500,000	16.67%
Teo Kang Yeow Cliff*	2,500,000	16.67%
Lee Andy Hongbobo	1,000,000	6.67%

* Mr. Teo Kang Yeow Cliff has a direct holding of 2,200,000 shares and an indirect holding of 300,000 shares in the Company.

10. DECLARATION OF INTERESTS

Directors shall follow the legal requirements in respect of the declaration of interests and try to avoid a conflict of interest in the execution of their duties and responsibilities to the Company.

Any possible conflict of interest shall immediately be declared to the Board and the director concerned shall not participate and vote in the related subject matter. The Company Secretary should be responsible for maintaining an interest's register.

11. GENERAL

Unless required to do so by law, no Board member shall, during his or her membership on the Board or afterwards, disclose any information of a confidential nature regarding the business of the Company and/or any companies in which it holds a stake, that came to his or her knowledge in the capacity of his or her work for the Company and which he/she knows or should know to be of a confidential nature. At the end of each Board member's term of office, he/she shall return all confidential documents in his or her possession to the company or guarantee their disposal in a manner that ensures confidentiality is preserved.

Board members must inform the Company Secretary of their other positions which may be of importance to the company or the performance of their duties before accepting such positions.

The Company does not have an induction program as yet. The members appointed on the board are professionals and they are fully qualified to understand the organisation's strategy, general financial and legal affairs and its business activities.

The directors of the company are strongly encouraged to attend training which could help them to perform their duties towards the company more effectively. This training can be at the expense of the Company.

The Board does not have annual evaluation program yet. The Board will consider implementing the evaluation program should it become necessary.

The Board in carrying out its tasks under these terms of reference, may obtain outside or other independent professional advice as it considers necessary, to carry out its duties. The Board shall have access to sufficient resources in order to carry out its duties, including access to the services of the Company Secretary if required.

This charter is approved by the board of directors on 25 June 2019.