

BOARD CHARTER

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This Board Charter was revised and adopted by the Board on 22.4.2019

BOARD CHARTER

1. PREAMBLE

- 1.1 The Board of Directors (“**Board**”) of Eden Inc. Berhad (“**Eden**” or “**Company**”) acknowledge the need for a board charter (“**Charter**”) which aims to enshrine the principles and best practices of corporate governance as promulgated by the Malaysian Code on Corporate Governance 2017 (“**MCCG 2017**”).
- 1.2 This Charter serves as a tool to provide guidance and clarity for Directors and Management with regard to the role of the Board and its committee, the requirements of Directors in carrying out the stewardship role and in discharging their fiduciary duties towards Eden as well as the Board’s operating practices.
- 1.3 The provisions contained in this Charter neither replace nor supersede the laws of Malaysia or the regulatory frameworks applicable. This Charter is governed by, where applicable:
 - (a) the Act;
 - (b) MMLR;
 - (c) MCCG 2017;
 - (d) the Constitution of Eden; and
 - (e) regulatory/legislative requirements.
- 1.4 This Charter has been endorsed by the Board and is subject to review by the Board from time to time, to ensure the Group remains at the forefront of best practices in corporate governance.*

**Note: Should the MMLR, the Act and/or any other applicable law or regulatory requirements be amended for any reason whatsoever, the amendments of which affects the contents of this Charter, the amended MMLR, the Act and/or any other applicable law or regulatory requirements shall take precedent over this Charter.*

2. GLOSSARY

- (a) “**Act**” means the Companies Act 2016;
- (b) “**ARC**” means Audit and Risk Committee;
- (c) “**Board**” means the board of directors of Eden;
- (d) “**Bursa Malaysia**” means Bursa Malaysia Securities Berhad;
- (e) “**CEO**” means the Chief Executive Officer;
- (f) “**Chairman**” means the Executive Chairman of the Board;¹
- (g) “**Charter**” means the Board Charter of Eden;
- (h) “**Committees**” mean board committees established by the Board from time to time, including the Audit and Risk Committee, and Nomination and Remuneration Committee;
- (i) “**Company Secretary**” means the Board’s secretary or the person normally exercising the functions of a Board secretary;
- (j) “**Constitution**” means the Articles of Association of Eden;
- (k) “**Directors**” mean members of the Board;
- (l) “**ED**” means Executive Director;
- (m) “**Eden**” or “**Company**” means Eden Inc. Berhad;
- (n) “**Group**” means Eden and all its subsidiaries;
- (o) “**ID**” means Independent Director;
- (p) “**INED**” means Independent Non-Executive Director;
- (q) “**Management**” means the management personnel of the Group;

¹ This is aligned with Article 134 of Eden’s Constitution which states, *inter alia*, that “the Directors may appoint the Chairman or any of the Directors (including the Managing Director, if any), to be the principal executive officer of the Company under any designation as may be decided by the Directors ...”

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- (r) “**MCCG 2017**” means Malaysian Code on Corporate Governance 2017;
- (s) “**MMLR**” means Main Market Listing Requirements of Bursa Malaysia;
- (t) “**NED**” means Non-Executive Director;
- (u) “**Non-ID**” means Non-Independent Director;
- (v) “**NRC**” means Nomination and Remuneration Committee; and
- (w) “**Senior Management**” means senior management personnel of the Group.

3. **BOARD OF DIRECTORS**

3.1 **Board Composition**

- (a) The Board comprises of a minimum of two (2) Directors and a maximum of twelve (12) Directors. At any one time, at least two (2) Directors or one-third (1/3) of the Board members, whichever is higher, shall be IDs pursuant to Paragraph 15.02(1) of the Bursa Malaysia’s MMLR.
- (b) In the event of any vacancy in the Board, resulting in non-compliance with Paragraph 15.02(1) of the Bursa Malaysia’s MMLR, the Company must fill the vacancy within three (3) months.
- (c) The tenure of IDs do not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, IDs may continue to serve on the Board as Non-IDs.
- (d) If the Board intends to retain IDs beyond nine (9) years, it should justify and seek the shareholders’ approval annually. If the Board continues to retain the INEDs after the twelfth (12th) year, the Board should seek the shareholders’ approval annually through a two-tier voting process.
- (e) Board members should possess the relevant knowledge, skills, competencies, functional and management experience, characteristics and mind-set to contribute effectively to the Board. The Board with the assistance of the NRC, shall regularly review its membership to ensure the Board remains relevant and should formalise its succession planning practices.

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3.2 Authorities of the Board

Other than the authorities enshrined in the Constitution of Eden and the relevant laws, the Board is authorised to do the following at the expense of the Group:

- (a) to be provided resources in order to perform its duties;
- (b) to have direct access to the Senior Management team, external and internal auditors and Company Secretary;
- (c) to meet with the external auditors without the presence of any executive, Management and where appropriate, the Company Secretary as deemed necessary; and
- (d) to authorise investigations into fraud, illegal acts or suspected violations of Group policies involving Management or Directors.

3.3 Matters Reserved

- (a) group and divisional strategy, plans and budgets;
- (b) acquisitions, disposals and transactions exceeding the limits of authority of the Group;
- (c) changes to the Senior Management at Group level;
- (d) changes to the Board and Board committees; and
- (e) changes in the key policies, procedures and delegated limits of authority of the Group.

3.4 Board Review Process

- (a) To remain relevant, the effectiveness of the Board, its committees and each individual Director shall be annually reviewed and disclosed in the annual report as prescribed under the MMLR and the MCCG 2017. The Board should engage professional, experienced and independent party(ies) periodically to facilitate objective and candid Board evaluation as the NRC thinks fit.
- (b) The NRC shall establish a set of criteria for the assessment of all Directors including Independent Directors. In establishing these criteria, attention shall be given to the values, principles and skills required for the Group. These

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criteria will serve as a source of reference for prospective and incumbent Directors for the Board's annual assessment and shall be reviewed regularly to maintain their relevance.

- (c) The evaluation shall cover the performance of the Board, the various Board committees and each individual Director.
- (d) The Board should disclose how it has conducted such assessment and its outcome in the annual report including the identity of the third (3rd) party if the assessment is conducted by an independent third (3rd) party.
- (e) The Board, in assessing a Director's independence should focus not only on whether a Director's background and current activities qualify him/her as independent but also whether the Director can act independently and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of Eden.

3.5 Board Diversity

The Company is encouraged to have a diverse Board that will benefit from a diverse mix of knowledge and experience, background, expertise, age, ethnicity, gender and other qualities in its composition. The composition and size of the Board is such that it facilitates the decision making of the Company.

4. ROLES AND RESPONSIBILITIES

4.1 General

4.1.1 A Director is any individual who:

- (a) is required to decide jointly with his fellow Directors on the Board on what actions to take; or
- (b) exercises powers normally for the Board.

4.1.2 Directors may delegate authority for performance of some of their duties. However, it is not possible to delegate the responsibility for ensuring that the duties that have been delegated are properly carried out.

4.1.3 Every Director shall devote sufficient time to prepare for and attend Board and Board Committee Meetings, attend Directors' continuous training programme and briefings.

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4.1.4 Every Director shall keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Group.

4.1.5 Each Director shall not hold more than five (5) directorships in listed companies or such other requirements as prescribed by the MMLR.

4.2 The Board

4.2.1 The Board is charged with leading and managing Eden in an effective and responsible manner. The Board is collectively and individually responsible for the proper stewardship of the Group's business and creation of long term shareholders value, whilst taking into account interest of other shareholders.

4.2.2 The Board is principally responsible for:

- (a) reviewing, ensuring and adopting a strategic plan for the Group to support long term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (b) together with the Senior Management, to promote good corporate governance culture within the Group which reinforces ethical, prudent and professional behavior;
- (c) reviewing, challenging and deciding on Management's proposals for the Group, and monitor its implementation by Management;
- (d) supervising and assessing Management performance to determine whether the business is being properly managed;
- (e) ensuring there is a sound framework for internal controls and risk management;
- (f) understanding the principal risks of the Group's businesses and recognising that business decisions involve the taking of appropriate risks;
- (g) setting the risk appetite within which the Board expects the Management to operate and ensuring that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;

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- (h) ensuring that the Senior Management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and Senior Management;
- (i) ensuring that Eden has in place procedures to enable effective communication with stakeholders;
- (j) ensuring the integrity of Eden's financial and non-financial reporting;
- (k) reviewing the leadership needs of Eden, both executive and non-executive, with a view to ensuring Eden's continued ability to compete effectively in the market place;
- (l) ensuring Eden has appropriate policies and procedures to review performance of the Directors and Senior Management and setting an appropriate level of remuneration to attract and retain them; and
- (m) ensuring that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter.

4.2.3 Apart from the aforesaid principal responsibilities of the Board, the Board has also delegated specific responsibilities to several Board Committees. While the Board Committees have the authority to examine particular issues, they will report to the Board with their decisions and/or recommendations and the ultimate responsibility on all matters lies with the entire Board.

4.3 Chairman

Key responsibilities of the Chairman include amongst others:

- (a) providing leadership for the Board so that the Board can perform its responsibilities effectively;
- (b) setting the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner;
- (c) leading board meetings and discussions;
- (d) encouraging active participation and allowing dissenting views to be freely expressed;

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- (e) managing the interface between Board and Management;
- (f) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- (g) leading the Board in establishing and monitoring good corporate governance practices in Eden;
- (h) other responsibilities as assigned by the Board from time to time;
- (i) displaying ethical behavior while overseeing the day-to-day business operations, implementing Board policies and strategies, and making operational decisions;
- (j) serving as the conduit between the Board and management in ensuring the success of the Group's governance and management functions;
- (k) ensuring that all Board decisions reflect its environment, safety and health intentions as articulated in the environment, safety and health policy statement;
- (l) ensuring effective relationships and communication with Management, and between the Board, shareholders and relevant stakeholders;
- (m) providing strong leadership by effectively communicating the vision, management philosophy, business strategy and environment, safety and health policy to employees; and
- (n) keeping the Board informed of salient aspects and issues concerning the Group's operations, including those related to environment, safety and health.

4.4 EDs

- (a) facilitates the flow of information between the Management and the Board.
- (b) assumes the overall responsibility for the implementation of the Group's strategies and in carrying out the Board's mandates, manages the Group's businesses and drives performance towards achieving the strategic goals and commercial/financial objectives.

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4.5 NEDs/INEDs

NEDs/INEDs are persons of caliber, credibility and have the necessary skills and experience to bring an independent judgment to bear on the issues of strategy, performance and resources, including key appointments and standard of conduct. For the purpose of discharging the roles and responsibilities as a Director, NEDs/ INEDs:

- (a) to make independent assessment of the information, reports or statements, having regard to the Directors' knowledge, experience and competency;
- (b) to provide an independent view and demonstrate objectivity in reviewing and challenging the Management's proposals at Meetings;
- (c) to act as a channel of communication between Management, shareholders and other stakeholders, and provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied;
- (d) to commit to their responsibility to Eden, including in the exercise of their fiduciary and leadership roles. All Directors are required to consult the Chairman before accepting new directorship in any other public listed company.

4.6 Senior INED

4.6.1 The Board may select among its INEDs and appoint a Senior INED.

4.6.2 The selection of Senior INED is based on his experience and the significant influence he has within the Board, ability to act as a sounding Board for the Chairman and as an intermediary to convey concerns of the INEDs on the Board to the other members of the Board and in the event of dissention between the Chairman and/or EDs of Eden in the execution of their duties as INED.

4.6.3 The Senior INED is expected to play the following roles:

- (a) ensures all INEDs have an opportunity to provide input on the agenda, and advise the Chairman on the quality, quantity and timelessness of the information submitted by Management that is necessary or appropriate for the INEDs to perform their duties effectively;

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- (b) consults the Chairman regarding Board meeting schedules to ensure the INEDs can perform their duties responsibly and with sufficient time for discussion of all agenda items;
- (c) serves as the principal conduit between the INEDs and the Chairman on sensitive issues, for example issues that arise from 'whistleblowing';
- (d) serves as a designated contact for consultation and direct communication with shareholders and other stakeholders on areas that cannot be resolved through the normal channels of contact with the Chairman, or for which such contract is inappropriate; and
- (e) be available for confidential discussions with other NEDs who may have concerns which they believe have not been properly considered by the Board as a whole.

5. BOARD COMMITTEES

The Board has delegated some of its powers and functions to each of the following Board Committees to assist it in carrying out its responsibilities:

5.1 ARC

The primary objective of the ARC is to assist and support the Board in the area of governance structure, financial reporting process by liaising with external auditors, reviewing and monitoring the Group's system of risk management and internal control by liaising with the internal auditors.

5.2 NRC

- (a) The NRC oversees matters related to the nomination of new Directors, annually reviews the required mix of skills, experience and other requisite qualities of Directors as well as undertakes the annual assessment of the effectiveness of the Board as a whole, its committees and the contributions of each individual Director; and
- (b) The NRC is also primarily responsible for recommending to the Board the remuneration framework for Directors, reviewing the remuneration package for ED and Senior Management as well as the remuneration framework of employee of the Group.

6. RIGHTS OF DIRECTORS

6.1 Access of Information

All Directors shall have unrestricted access to Management and information pertaining to the Group, including access to the Company Secretary, auditors and consultants of Eden, relevant to the furtherance of their duties and responsibilities as Directors of Eden at the expense of Eden.

6.2 Independent Professional Advice

- (a) In discharging the Directors' duties, each Board member is entitled to obtain independent professional advice at the cost of Eden.
- (b) Where such advice is considered necessary for the discharge of his/her duties and responsibilities as Director and, for the benefit of Eden, such Director shall first discuss with the Chairman and bring the request to seek professional independent advice for the Board's consideration and approval. Such restriction shall not apply to the ED acting in furtherance of their executive responsibilities and within their delegated powers.

7. DIRECTORS' REMUNERATION

7.1 Oversight of Remuneration

The Board has in place policies and procedures to determine the remuneration of Directors and Senior Management, which takes into account the demands, complexities and performance of Eden as well as skills and experience required.

The Board has an NRC to implement the remuneration policies and procedures and recommend to the Board the remuneration of the Board and Senior Management, for consideration and approval. Each Director concerned shall abstain from any decision with regards to his/her remuneration.

(a) NEDs

- (i) NEDs will be paid a remuneration comprising of fees and benefits for acting as Directors of Eden and not by a commission on or percentage of profits or turnover, subject to approval by shareholders at a general meeting. NEDs who are shareholders should abstain from voting at general meeting to approve their fees.

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- (ii) The amount of remuneration payable to NEDs shall reflect the experience, time commitment, level of duties and responsibilities undertaken and shall be determined with reference to Eden's performance.

(b) EDs

- (i) The remuneration of EDs shall be recommended by the NRC with the individual Directors concerned abstaining from discussing his individual remuneration.
- (ii) The remuneration package shall commensurate with the performance, skills and responsibilities expected of the Directors pursuant to a contract of service, and does not require for shareholders' approval but such remuneration package may not include a commission on or percentage of turnover. The amount of remuneration payable shall be determined with reference to Eden's performance.

(c) Senior Management

- (i) The remuneration package of the Senior Management shall pursuant to a contract of service and be determined at Board level and does not require for shareholders' approval.

7.2 Disclosure of Remuneration

Directors' remuneration shall be disclosed on a named and individual basis and by the exact amount, both at Company and Group level. The remuneration breakdown shall amongst others include fees, salary, bonus, benefits and other emoluments, as the case may be. The disclosure shall also include Directors who were appointed or retired during the year.

8. APPOINTMENT AND RE-ELECTION OF DIRECTORS

8.1 Appointment

The appointment of any additional Director is made as and when it is deemed necessary by the Board.

The proposed appointment of a new member to the Board will be deliberated on by the full Board based upon a report prepared by the NRC on the necessity for and qualification and experience of the proposed Director. The NC is responsible for identifying and nominating suitable candidates for appointments to the Board for

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approval, either to fill vacancies or as addition to meet the changing needs of the Group. In recommending to the Board of any appointment of Director, the NRC would take into account the following: -

- (a) skill, knowledge, expertise, experience;
- (b) character;
- (c) professionalism;
- (d) integrity; and
- (e) the ability to discharge such responsibilities and functions as expected from a director.

The NRC will assess the independence of the candidate in the case of appointment of an INED.

In considering candidates for directorship, the NRC shall not solely rely on recommendations from existing Board members, management or major shareholders.

8.2 Re-election

An election of Directors shall take place every year. At every annual general meeting, one-third (1/3) of the Directors for the time being or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office and be eligible for re-election provided always that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. A retiring Director shall retain office until the close of the general meeting at which he retires.

9. DIRECTORS' ORIENTATION AND CONTINUOUS EDUCATION TRAINING

9.1 Induction of Newly Appointed Directors

All newly appointed Board members shall undergo a formal induction and continuous education programme to ensure that they understand:

- (a) their roles and responsibilities;
- (b) the Board's expectations in terms of their knowledge contribution;

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- (c) the nature of the Group's business;
- (d) current issues faced; and
- (e) strategies adopted by the Group.

9.2 Directors' Training and Development

- (a) Directors are required to undergo the mandatory accreditation programme under the auspices of Bursa Malaysia. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep themselves updated on developments pertaining to the oversight function of Directors as well as technical matters, in order to update their knowledge and skills to sustain their active participation in Board deliberation and effectively discharge their duties.
- (b) All trainings attended by Directors shall be disclosed in the annual report. In special circumstance, valid justifications for non-attendance at any training by Directors for the financial year shall also be disclosed.

10. CODE OF CONDUCT AND ETHICS

- (a) The Board shall formalise and maintain a set of ethical standards of behavior expected of all Directors, Management, employees and, where applicable, counterparts and business partners through the Directors' Code of Ethics and together with the Management, implement its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.
- (b) The policies of the Directors' Code of Ethics should be integrated into group-wide management practices.

11. BOARD MEETINGS

11.1 Frequency

The Board shall meet at least four (4) times in a financial year, with additional meetings to be convened as and when necessary.

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11.2 Notice

Except in the case of emergency, notice of every Board meeting shall be given in writing seven (7) days before each meeting. In addition to notices sent through post or by hand, notices may also be sent via facsimile, electronic mail or in such manner as the Board may from time to time approve.

11.3 Agenda

The Company Secretary shall work together with the Chairman in developing the meeting agenda. The agenda shall include, amongst others, matters specifically reserved for the Board's decision.

11.4 Meeting Papers

The meeting papers, which include financial reports, minutes of the previous meeting and other relevant documents be circulated to all Directors at least seven (7) days prior to each meetings to allow sufficient time for Directors and Committees to review and consider the relevant information.

11.5 Quorum

The quorum shall comprise two (2) Directors. In the absence of the Chairman, the members present shall elect a Chairman from amongst them to chair the meeting.

11.6 Attendance at Board Meetings

- (a) A Director shall attend not less than 50% of the total Board meetings held during a financial year.
- (b) A Director, however, shall be required to vacate his position as Director if he is absent for more than 50% of the total Board meetings held during a financial year.
- (c) The number of Board meetings held per year and the details of attendance of each individual Director in respect of the meetings held shall be disclosed in Eden's annual report.
- (d) Management may be invited to attend Board and Committee meetings as and when necessary to speak on matters relating to their sphere of responsibility.

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11.7 Voting

- (a) Subject to the Constitution of Eden, all resolutions of the Board shall be decided by a majority of votes, each Director having one (1) vote. In case of an equality of votes, the Chairman shall have a second or casting vote, except where at the meeting only two (2) Directors form the quorum and only such quorum is present at the meeting or only two (2) Directors are competent to vote on an issue in question, the chairman of the meeting shall not have a casting vote.
- (b) A director shall abstain from deliberation and voting on contracts or proposed contracts or arrangement in which the Director has direct and/or indirect interests.

11.8 Minutes

- (a) The minutes of the meeting shall be action oriented, and record the deliberations and decision of the Board. The minutes shall include compiled Board instructions as matters arising for discussion at each Board Meeting to ensure proper follow through.
- (b) Minutes shall be distributed to Board members and shall be confirmed by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.

12. COMPANY SECRETARY

- 12.1 The appointment and removal of the Company Secretary is a matter for the Board, as a whole. The Company Secretary, who is accountable to the Board, shall be suitably qualified, competent and capable of carrying out the duties required of the post.
- 12.2 The Company Secretary is expected to provide unimpeded advice and services to the Directors, as and when the need arise, to enhance the effective functioning of the Board and its Board Committees and to expedite regulatory and governance.
- 12.3 The roles and responsibilities of a Company Secretary include, but not limited to the following:
 - (a) managing all board and committee meeting logistics, attending and recording minutes of all board and committee meetings and facilitating Board communications;

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- (b) advising the Board on its roles and responsibilities;
- (c) facilitating the orientation of new Directors and assisting in Directors' training and development;
- (d) advising the Board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- (e) managing processes pertaining to the annual shareholders' meeting;
- (f) monitoring corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations;
- (g) serving as a focal point for stakeholders' communication and engagement on corporate governance issues; and
- (h) together with the Chairman, ensuring that Directors are provided with sufficient information and time to prepare for board meeting.

13. STAKEHOLDERS' COMMUNICATION

The Board shall ensure effective, transparent and regular communication with its stakeholders to facilitate mutual understanding of each other's objectives and expectations.

14. GENERAL MEETING

The Board shall arrange for the general meeting of Eden to be conducted in an efficient manner, including to consider leveraging technology to facilitate electronic voting and remote shareholders' participation, to enhance shareholder communications for a greater understanding of Eden and its Group's businesses, governance and performance.