

SUPER ENTERPRISE HOLDINGS BERHAD

Board Charter

1. Introduction

This Board Charter outlines the roles and responsibilities of the Board and has been adopted by the Board of Directors ("Board") of Super Enterprise Holdings Berhad ("SEHB" or "Company").

The Group acknowledges the pivotal role played by the Board of Directors in the stewardship of its direction and operations, and ultimately the enhancement of its shareholders' value. To fulfil this role, the Board is responsible for the overall corporate governance of the Group, including its strategic direction, establishing goals for management and monitoring the achievement of these goals.

2. Board Structure

The number of Directors shall not be less than two (2) or more than fifteen (15) as set out in the Company's Articles of Association.

In accordance with paragraph 15.02 of the Listing Requirements, the Company shall ensure that at least two Directors or one-third (1/3) of the Board of the Company, whichever is the higher, are independent Directors. If the number of Directors of the Company is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) shall be used.

The concept of independence shall be in tandem with the definition of an independent Director in paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). The key criteria of an independent Director is one who is not a member of management and who is free from any relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.

The tenure of an Independent Director is not to exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, the Independent Director may continue to serve on the Board subject to the director's re-designation as a Non-Independent Director. The Board is to justify and seek shareholders' approval in the event it retains as an Independent Director, a person who has served in that capacity for more than nine (9) years. In the event of any exception, the Board shall comply with the disclosure requirements of Bursa Malaysia Listing Requirements in its annual report.

The Nominating Committee assists the Board in proposing new nominees for the Board of the Company, assessing the effectiveness of Directors on an ongoing basis, and reviewing the effectiveness of the Chief Executive and Chief Financial Officer.

The Remuneration Committee review and reports to the Board on remuneration and personnel policies, compensation and benefits programs with the aim to attract, retain and motivate individuals of the highest quality. The remuneration should be aligned with the business strategy and long-term objectives of the company, and to reflect the board's responsibilities, expertise and complexity of the company's activities.

The Nominating Committee and Remuneration Committee are not authorized to implement their recommendations on behalf of the Board but report their recommendations back to the Board for its consideration and implementation.

In accordance with the Articles of Association of the Company, one third (1/3) of the Directors shall retire from office and be eligible for re-election at each Annual General Meeting and all Directors shall retire from office at least once in every 3 years but shall be eligible for re-election.

3. Formal Schedule of Matters

The Board shall have a formal schedule of matters reserved to itself for decision, which includes the overall Group strategy and direction, acquisition and investment policies, approval of major capital expenditure, consideration of significant financial matters and the review of the financial and operating performance of the Group. The schedule ensures that the governance of the Group is firmly in the Board's hand.

4. Role of the Chairman, Group Chief Executive Officer (Group CEO), Executive Directors and Non- Executive Directors

There shall be a clear division of responsibilities between the Chairman and the Group CEO to ensure a balance of authority and power. The role of the Chairman and the Group CEO shall be clearly defined within their individual position descriptions. The Chairman is responsible for running the Board and ensuring that all Directors receive sufficient information on financial and non-financial matters to enable them to participate actively in Board deliberations and decisions. The Group CEO is responsible for the day to day management of the business as well as implementation of the Board's policies and decisions.

The executive Directors are responsible for implementing the policies and decisions of the Board, overseeing the operations as well as co-ordinating the development and implementation of business and corporate strategies. The independent non-executive Directors provide objective and independent judgement to decision-making and serve as a capable check and balance for the Executive Directors.

5. Board Committees

To assist the Board to carry out its fiduciary duties and to enhance business and operational efficiency, the Board of Directors delegates certain duties to its committees, namely the Executive and Risk Management Committee, Audit Committee, Nominating Committee and Remuneration Committee.

All Committees have written terms of reference and the Board receives reports of their proceedings and deliberations. The Chairman of the various committees will report to the Board on the outcome of the respective Committee meetings and such reports are incorporated into the minutes of the full Board meeting.

6. Directors' Orientation and Education Programme

All Board members are required to attend the Mandatory Accreditation Programme ("MAP") prescribed by Bursa Securities.

The Directors shall continue to identify and attend appropriate seminars, conferences and courses to keep themselves abreast with the changes in legislation and regulations affecting the Group. As an integral part of the orientation and education programme for any new Director, the Management shall brief the new Director on the business aspects of the Group.

7. Supply of Information and Independent Professional Advice

The Chairman shall ensure that all Directors have full and timely access to information. Prior to the meetings of the Board and the Board Committees, notice of the agenda together with previous minutes and other relevant information shall be circulated to all Directors on a timely basis in order to enable the Directors to be well informed and updated before the meeting. All Directors shall also have full and free access to information within the Group, as well as the prerogative to seek independent professional advice, in furtherance of their duties, at the expense of the Group.

Every Director shall also have unhindered access to the advice and services of the Company Secretaries. In the event that the Company Secretaries fail to fulfil their functions effectively, the terms of their appointment permit their removal and appointment of a successor by the Board as a whole.

The Company Secretaries shall circulate relevant guidelines and updates on statutory and regulatory requirements from time to time for the Directors' reference and brief the board members on these updates quarterly. They shall also ensure that all Board meetings are properly convened and that accurate and proper records of the deliberations, proceedings and resolutions passed are recorded and maintained in the statutory register at the registered office of the Company.

8. Meetings

The Board shall meet at least four (4) times a year at quarterly intervals with additional meetings convened when necessary, where it would deliberate on matters such as the Group's financial results, major investments and strategic decisions, its business plan, corporate finance and developments and the strategic direction of the Group among others.

Prior to each Board meeting, Directors are furnished with relevant reports and Board papers with comprehensive information on matters requiring their deliberation. The Board papers encompass both quantitative and qualitative factors which would facilitate informed decision-making. All pertinent issues discussed at the Board meetings in arriving at the decisions and conclusions shall be properly minuted and confirmed by the Chairman of the meeting. Board meetings for each year shall be scheduled well ahead before the end of the preceding year in order for the Directors to plan their schedules.

9. Shareholders

The Company recognizes the importance of accountability to its shareholders through proper communication with them. The AGM shall be the principal forum for dialogue with the shareholders. Shareholders shall be notified of the meeting and provided with a copy of the Company's Annual Report before the meeting. All shareholders are encouraged to attend the AGM and participate in its proceedings. Shareholders have the right to demand for a poll provided that it meets the minimum requirements as set out in the Company's Articles of Association. Every opportunity shall be given to the shareholders to ask questions on the resolutions being proposed and to seek clarification on the business and performance of the Group.

The Company shall ensure timely release of the financial results on a quarterly basis to provide an overview of the Group's performance and operations to its shareholders. The Company shall also make timely announcements for the information of its shareholders and the general public of any corporate manoeuvres in accordance with the requirements of Bursa Securities.

The Company shall establish a website from which shareholders as well as members of the public may access the latest information on the operations and activities of the Group as well as all the information required by Bursa Securities.

This charter shall be periodically reviewed and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the board's responsibilities.