

HARN LEN CORPORATION BHD

Incorporated in Malaysia

200001000001 (502606-H)

BOARD CHARTER

1.0 INTRODUCTION

The Board of Directors (the “**Board**”) of Harn Len Corporation Bhd (“**Harn Len**” or the “**Company**”) adopts this Charter to outline the manner in which its constitutional powers and responsibilities of the Board will be exercised and discharged, having regard to principles of good corporate governance, international best practice and applicable laws.

This Board Charter shall also constitute and form an integral part of each Director’s duties and responsibilities.

This Board Charter is not an “all inclusive” document and should be read as a broad expression of sustainable governance.

The Board Charter acts as a source of reference to provide insights to Board Members and senior management. It will also assist the Board in the assessment of its own performance and that of its individual Directors.

2.0 GOVERNANCE STRUCTURE

The Governance Structure is attached as Appendix I.

3.0 ROLES AND RESPONSIBILITIES

3.1 ROLE OF BOARD

In discharging its responsibilities and facilitating its on-going oversight of Harn Len and its subsidiaries (the “**Group**”), the Board’s role includes, but not limited to the following matters:

- (i) The Board is charged with leading and managing the Group in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Group. The Directors are, collectively and individually, aware of their responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Company are managed. The Board sets the Group’s values and standards and ensures that its obligations to its stakeholders are understood and met.
- (ii) All Directors observe high ethical business standards, honesty and integrity and to apply these values to all aspects of the Group’s business and professional practice and act in good faith in the best interests of the Group and its stakeholders.

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- (iii) The Board understands that the responsibility for good corporate governance rests with them and therefore strives to comprehend and apply the principles and practices stated in the Malaysian Code on Corporate Governance (as at 28 April 2021) (“MCCG”).
- (iv) The Board establishes the corporate philosophy of the Company, setting the aims / directions for the Management and monitoring the performance of the Management.
- (v) The Board oversees the business and affairs of the Company and assumes, amongst others, the following duties and responsibilities in meeting the goals and objectives of the Company:-
 - (a) reviewing, approving and monitoring the overall strategies and direction of the Group and to ensure that the strategic plan of the Company supports long-term value creation and includes strategies, priorities and targets on economic, environmental and social considerations underpinning sustainability and continuity;
 - (b) reviewing, challenging and deciding on Management’s proposal for the Company and monitor its implementation by Management;
 - (c) overseeing and evaluating the conduct and performance of the Group’s businesses, whether the business is being properly managed, and that it has the necessary resources to meet its objectives;
 - (d) together with senior management, promoting good corporate governance culture within the Company which reinforces ethical, prudent, honesty, integrity and professional conduct;
 - (e) identifying, understanding and managing principal risks affecting the Group and to recognise that business decisions involve the taking of appropriate risks and mitigating the risks;
 - (f) setting the risk appetite within which the Board expects Management to operate;
 - (g) ensuring there is a sound framework for internal controls and risk management, including risk management framework to identify, analyse, evaluate, manage, and monitor significant financial and non-financial risks;
 - (h) reviewing the adequacy and operating effectiveness of the internal controls and risk management systems;
 - (i) ensuring that 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;

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- (j) overseeing the Company's overall stakeholder engagement strategy including ensuring that the Company has in place procedures to enable effective communication with stakeholders. This includes ensuring the Company's sustainability strategies, priorities and targets are communicated to its internal and external stakeholders; and
 - (k) ensuring the accuracy and integrity of the Company's financial and non-financial reporting.
- (vi) In relation to governance of the Group, the Board and its Directors shall:
- (a) ensure there is an adequate group-wide framework for co-operation and communication between HLCB and its subsidiaries to enable it to discharge its responsibilities, including oversight of group financial and non-financial performance, business strategy and priorities, risk management including material sustainability risks, and corporate governance policies and practices; and
 - (b) establish the group wide framework on corporate governance, including code of conduct and ethics, policies and procedures on anti-corruption, whistleblowing, managing conflict of interest, managing material sustainability risks and board diversity.

3.1.1 RESERVED MATTERS FOR THE BOARD'S APPROVAL

The Board reserves full decision-making powers, amongst others, on the following matters:

- (a) appointment of Directors to fill casual vacancy;
- (b) recommendation to appoint or remove a Director;
- (c) appointment and removal of Company Secretary;
- (d) establishment of Board Committees, approval of their terms of reference, and appointment of Directors to Board Committees;
- (e) approval of limits of authority of the Group;
- (f) review and approval of Company's strategic plan and annual budget;
- (g) recommendation/approval of material capital commitment, capital expenditure, capital management and acquisitions/ divestitures;
- (h) recommendation/approval of material acquisitions and disposals of undertakings and properties not in the ordinary course of business;
- (i) recommendation/approval of material corporate exercises (such as financial restructuring or fund raising);
- (j) recommendation/approval of major changes to the principal activities of the Company;
- (k) approval of the Group's treasury policies and the Company's bank mandates;
- (l) declaration or recommendation of dividends;
- (m) recommendation of fees of Directors and any benefits payable to Directors for shareholders' approval in alignment with the Companies Act 2016;
- (n) approval of individual remuneration package for Executive Directors but apart from elements requiring shareholder's approval;

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- (o) granting of power of attorney by the Company; and
- (p) recommendation for changes in the Company's Constitution.

3.2 ROLE OF DIRECTORS

3.2.1 Directors are expected to comply with their legal, statutory and equitable duties and obligations when discharging their responsibilities as Directors. Broadly these include:

- (i) acting in good faith and for proper purpose in the best interests of the Company; and
- (ii) acting with care and diligence of a reasonable person subject to the business judgement rule;

3.2.2 All Directors shall act and carry out their duties and responsibilities in accordance with the **Group Code of Ethics and Conduct for Directors (Appendix II)**.

3.2.3 Directors are required to notify the Board before accepting any new directorship of another listed entity and to indicate the time expected to be spent on the new appointment.

3.2.4 Non-Executive Directors

The roles of Non-Executive Directors also include the following:

- (i) strategy – constructively challenge and contribute to the development of strategy;
- (ii) performance – scrutinise the performance of Management in meeting agreed goals and objectives and monitor the reporting of performance.

3.2.5 Independent Directors

- (i) All Independent Directors shall fulfil such independence requirements prescribed by the Main Market Listing Requirements. Independent Directors shall be free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.
- (ii) The reappointment of Independent Directors serving beyond a tenure of 9 years shall be approved annually by shareholders at a general meeting.

3.3 ROLE OF CHAIRMAN

3.3.1 The Chairman leads the Board and is responsible for the effective performance of the Board.

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3.3.2 The Chairman is, amongst others, responsible for:

- (a) monitoring the workings of the Board, especially the conduct of Board meetings;
- (b) liaising with the Group Managing Director and the Company Secretary on the agenda for Board meetings and ensuring that all relevant issues for the effective running of the Company's business are on the agenda;
- (c) ensuring quality information to facilitate decision-making is delivered to Board members on a timely basis;
- (d) leading Board meetings and discussions;
- (e) encourage all Directors to play an active role in Board activities and allowing dissenting views to be freely expressed;
- (f) chairing general meetings of shareholders;
- (g) providing guidance and mentoring to the Group Managing Director, if any.
- (h) ensuring the Board evaluation is conducted according to the established process;
- (i) ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- (j) leading the Board in establishing and monitoring good corporate governance practices in the Company; and
- (k) fulfilling such other relevant responsibilities as stipulated in the Constitution from time to time.

3.3.3 The Chairman ensures that Executive Directors look beyond their executive functions and accept their full share of responsibilities on governance.

3.4 ROLE OF SENIOR INDEPENDENT DIRECTOR

The Board may appoint a Senior Independent Non-Executive Director to whom concerns pertaining to the Group may be conveyed by shareholders and stakeholders. The duties of Senior Independent Director include the following:

- (i) ensuring all Independent Directors have an opportunity to provide input on the agenda, and advising the Chairman on the quality, quantity and timeliness of the information submitted by management that is necessary or appropriate for the Independent Directors to perform their duties effectively;

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- (ii) consulting the Chairman regarding Board meeting schedules to ensure the Independent Directors can perform their duties responsibly and with sufficient time for discussion of all agenda items;
- (iii) serving as the principal conduit between the Independent Directors and the Chairman on sensitive issues, for example issues that arise from ‘whistleblowing’; and
- (iv) serving 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 Group Managing Director.

3.5 ROLE OF GROUP MANAGING DIRECTOR (“GMD”)

- (i) The GMD is primarily responsible and accountable for overseeing the day-to-day operations to ensure the smooth and effective running of the Group.
- (ii) The GMD is responsible for the development of the strategies for the Group, including the overall strategic policy and direction of the Group’s business operations based on effective risk management controls, and recommending them for the Board’s approval. The GMD is also responsible for the implementation of Group strategies approved by the Board.
- (iii) The GMD ensures that the financial management practice is performed at the highest level of integrity and transparency and that the business and affairs of the Group are carried out in an ethical manner and in compliance with the relevant laws and regulations.
- (iv) The GMD provides effective leadership to the Group and is responsible for ensuring high management competency and that an effective management succession plan is in place to sustain continuity of operations.
- (v) The GMD is the conduit between the Board and the Management in ensuring the success of the Company’s governance and management functions.
- (vi) The GMD implements the policies, strategies and decisions dispensed by the Board. All Board authorities conferred on the Management is delegated through the GMD and this will be considered as the GMD’s authority and accountability as far as the Board is concerned.

3.6 ROLE OF COMMITTEES

3.6.1 The Board establishes the following Board Committees with specific Terms of Reference:-

- Audit Committee (“AC”)
- Nominating Committee (“NC”)
- Remuneration Committee (“RC”)

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- 3.6.2 These Committees are designed to consider specific matters and make recommendations to the Board. The Board must make an independent assessment of the recommendations, having regard to the Board's knowledge of the business and risks of the Company and the complexity of the structures and operations of the Company.
- 3.6.3 The Board may from time to time establish other Committees to streamline the discharge of its responsibilities.
- 3.6.4 Each Committee's role has been spelt out in written Terms of Reference approved by the Board. Each year, the Board, through the NC, should review the Board Committees' effectiveness. The Chairman of each Board Committee should assess the performance of individual committee members on an annual basis. These assessments can be used to facilitate the NC's evaluation of Board Committees' performance. Independent and Non-Executive Directors play a leading role in these Committees. The Chairman of the various Committees will report to the Board on the outcome of the Committee meetings, together with the relevant Committees' minutes duly furnish in the Board papers.

3.7 ROLE OF SENIOR MANAGEMENT

The Senior Management supports the GMD in the discharge of the GMD's responsibilities.

3.8 ROLE OF COMPANY SECRETARY

- 3.8.1 The Company Secretary plays an important advisory role and is a source of information and advice to the Board and Committees on issues relating to compliance with laws, rules, procedures and regulations affecting the Company and Group.
- 3.8.2 The Board shall appoint someone who is qualified under the Companies Act, 2016 to be the Company Secretary and the removal of the Company Secretary shall be a matter for the Board as a whole.
- 3.8.3 The Board shall evaluate the performance of the Company Secretary on an annual basis.
- 3.8.4 The specific responsibilities of the Company Secretary are as follows:
 - (a) advising the Board on governance issues, including the Board's roles and responsibilities, corporate disclosure matters, and compliance with company and securities regulations and listing requirements;
 - (b) attending Board, Committees and general meetings, and ensuring proper recording of minutes;
 - (c) managing Board and Committee meeting logistics, including timely circulation of meeting papers and minutes;

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- (d) managing processes pertaining to general meetings;
- (e) ensuring proper upkeep of statutory registers and records;
- (f) assisting the Chairman in the preparation for and conduct of meetings;
- (g) assist in the induction of new directors;
- (h) continuously update the Board on changes to listing requirements, other related legislations and regulations, and corporate governance developments; and
- (i) serve as a focal point for stakeholders' communication and engagement on corporate governance.

3.8.5 The Company Secretary shall undertake continuous professional development to enable the effective discharge of their responsibilities.

4.0 BOARD COMPOSITION

- 4.1 The Board shall comprise qualified individuals with diverse sets of experience, skills and knowledge necessary to govern the Company. All Directors shall have the qualities of character, experience, competence, integrity, and time to discharge their roles. The Board shall adopt a Fit and Proper Policy which addresses these qualities in Directors.
- 4.2 At any one time, at least two (2) or one-third (1/3) whichever is higher of the Board members shall be Independent Directors as defined in the Main Market Listing Requirements. The Constitution of the Company provides a minimum of two (2) directors and a maximum of 15 directors.
- 4.3 The Board, with the assistance of the NC, shall review the mix of skills required at the Board, including but not limited to financial reporting and management, industry experience and knowledge, and sustainability including the business' environmental and social impact.
- 4.4 Board composition shall also be reviewed and considered with regard to diversity, including gender diversity and in accordance with the Group's Diversity Policy. In accordance with the Main Market Listing Requirements, the Board shall have at least 1 women director.
- 4.5 The composition and size of the Board shall be reviewed from time to time to ensure its appropriateness and Board effectiveness.

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5.0 APPOINTMENTS AND RE-APPOINTMENTS (INCLUDING ELECTIONS AND RE-ELECTIONS)

- 5.1 The Constitution of the Company provides that every newly appointed Director be subjected to re-election at the immediate Annual General Meeting (AGM). In addition, one third (1/3) of the Board shall retire from office once every three (3) years but shall be eligible for re-election.
- 5.2 The appointment and reappointment of a Director is a matter for consideration or decision by the full Board, as applicable subject to the Companies Act 2016 and the Constitution.
- 5.3 The Board, assisted by the NC, shall apply the Fit and Proper Policy in its assessment of a Director (or candidate) before recommending his/her appointment or reappointment for shareholders' approval.
- 5.4 A Director (or candidate) standing for appointment or re-appointment at a general meeting shall declare to the Board and shareholders any major existing or potential conflict of interest (including whether they have a business, family, or other special relationship within or outside the Company) that could affect the execution of their role as Directors.
- 5.5 The Board shall ensure shareholders have the information required to make informed decision on the appointment or reappointment of Directors, including details of any interest, position, or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company. The Board should provide its statement on whether it recommends the appointment or re-appointment, and the reasons leading to the recommendation including if the evaluation of the Director's performance and contribution is satisfactory.
- 5.6 The sourcing, screening and evaluation of candidates for new directors are delegated to the NC. The sourcing of candidates shall include source which are independent, i.e. not solely based on recommendations from existing Directors, Management, or major shareholders; where independent sources were not used, the NC and the Board shall provide appropriate justification to shareholders.
- 5.7 Amongst others, the NC shall observe and apply the relevant provisions in this Board Charter when discharging its duties.

6.0 DIRECTOR'S REMUNERATION

Remuneration for Directors shall be guided by the **Group's Policy and Procedures on Remuneration of Directors and Senior Management**.

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7.0 BOARD/ COMMITTEE MEETINGS

- 7.1 The Board shall convene at least four (4) scheduled meetings annually, with additional meetings to be convened as and when necessary.
- 7.2 The Chairman, with the assistance of the Company Secretary, will schedule Board meetings as and when required and set the Board agenda considering the input of other Directors.
- 7.3 Management personnel who are not Directors may be invited to attend and speak at Board meetings on matters relating to their sphere/scope of their responsibilities and issues that Board may request from time to time.
- 7.4 All Directors shall be provided with the progress reports on a timely basis prior to the scheduled Board meetings.
- 7.5 A full agenda of Board and Committee meetings and all meeting papers including specific matters would be distributed at least five (5) business days in advance to ensure Directors are well informed and have the opportunity to seek additional information and are able to obtain further clarification from the Company Secretary should such a need arise. Where necessary, the services of other Senior Management or external consultants will be arranged to brief and assist the Directors to clear any doubt or concern.
- 7.6 Meeting minutes of the Board and Committees shall be circulated to the Directors or relevant Committee members within 30 business days after the meeting.

8.0 DECLARATION OF INTERESTS AND CONFLICT OF INTEREST SITUATIONS

- 8.1 Subject to the requirements of any acts, rules or regulations that are in force from time to time and in addition to such mandatory requirements, Directors are required to notify the Company Secretary changes in the following:
 - (i) Shareholding in the Company and its related corporations, whether direct or indirect; and
 - (ii) Directorships or interests in any other corporations.
- 8.2 In addition to the above, all Directors shall comply with the **Group's Conflict of Interest Policies and Procedures** and **Related Party Transactions Policies and Procedures**.

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9.0 ACCESS TO INFORMATION, INDEPENDENT PROFESSIONAL ADVICE, COMPANY SECRETARIES & OTHER OFFICERS

- 9.1 In discharging the Directors' duties, each member of the Board is entitled to obtain independent professional advice at the cost of the Company. Directors may access independent professional advice with the cost borne by the Company by first communicating with the Board/ Committee Chairman, as relevant, indicating the reasons and need for such advice, the independent professionals concerned and an estimate of the fees.
- 9.2 All Directors shall have full and unrestricted access to the advice and services of the Company Secretaries.
- 9.3 All Directors shall have full and unrestricted access to any information pertaining to the Company, including via the officers of the Company.

10.0 EVALUATION AND TRAINING & CONTINUING EDUCATION

- 10.1 Evaluation on the Board, Committee, and individual Directors, including on Independent Directors' independence, shall be conducted annually. The NC shall oversee the evaluation, report the evaluation outcome to the Board, and make relevant recommendations to the Board.
- 10.2 In addition to the Mandatory Accreditation Programme as required by the Bursa Malaysia Securities (Bursa Malaysia), the Directors shall continue to update themselves with the latest economic and industry trends, technical developments, new concepts, sustainability issues relevant to the Company and its business, and the latest changes to laws and regulatory requirements and enhance their skills through appropriate continuing education programmes. This will enable Directors to effectively discharge their duties and sustain active participation in Board deliberations.
- 10.3 The NC shall assess the training needs of Directors, considering amongst others the outcome of evaluation on the Board, Committee, and Directors, and make recommendations to the Board. The relevant Directors shall ensure that they identify, with the assistance of the Company Secretary, and attend relevant training programmes.

11.0 INVESTOR RELATION & SHAREHOLDERS COMMUNICATION

- 11.1 The Board acknowledges the need for shareholders to be kept informed of all material business matters affecting the Company. Timely announcements and disclosures made to the Bursa Malaysia Securities Berhad, which includes quarterly financial results, material contract, changes in the composition of the Group and any other material information that may affect investors' decision making. Information on the latest corporate developments affecting the Company is disseminated promptly via public announcements. These announcements are also posted on the Company's website using Bursa Link. In this regard, the Board ensures pertinent corporate communication complies with the relevant laws and regulations and guided by the Group's Corporate Disclosure Policies and Procedures.
- 11.2 The Company's website is harnlen.com.my. Shareholders may also direct their queries to the Company via its email at general@harnlen.com.my.
- 11.3 The general meeting is an important means of communication with shareholders, and it provides opportunity for the shareholders to meet the Board, the External Auditors, the Company Secretaries as well as some of the Company's key management officers.
- 11.4 If general meetings are held online, whether fully online or hybrid, the online general meetings shall, as much as possible, enable shareholders to engage at a level similar to participating in a physical general meeting, including ensuring questions posed by shareholders to be made visible to all meeting participants during the meeting. The Board shall ensure relevant infrastructure is put in place to support this and that pertinent cybersecurity practices are put in place.
- 11.5 The chairman of the general meeting shall ensure that the general meeting supports meaningful engagement between the Board, Senior Management, and shareholders. General meetings shall include robust discussion on, amongst others, relevant company strategies and financial and non-financial information. Ample opportunities and time shall be provided for the shareholders to speak and participate in the question-and-answer session at the AGM.
- 11.6 All Directors shall attend general meetings. The Chairman and the Chairman of the Audit, Nominating, Remuneration, Risk Management and other committees shall provide meaningful response to questions addressed to them.
- 11.7 The notice of Annual General Meetings ("AGMs") shall be sent out to shareholders at least 28 days before the date of the AGM.
- 11.8 Minutes of general meetings shall be circulated to shareholders or published on the Company's website no later than 30 business days after the general meeting.

12.0 REVIEW OF BOARD CHARTER

- 12.1 The Board Charter will be periodically reviewed.

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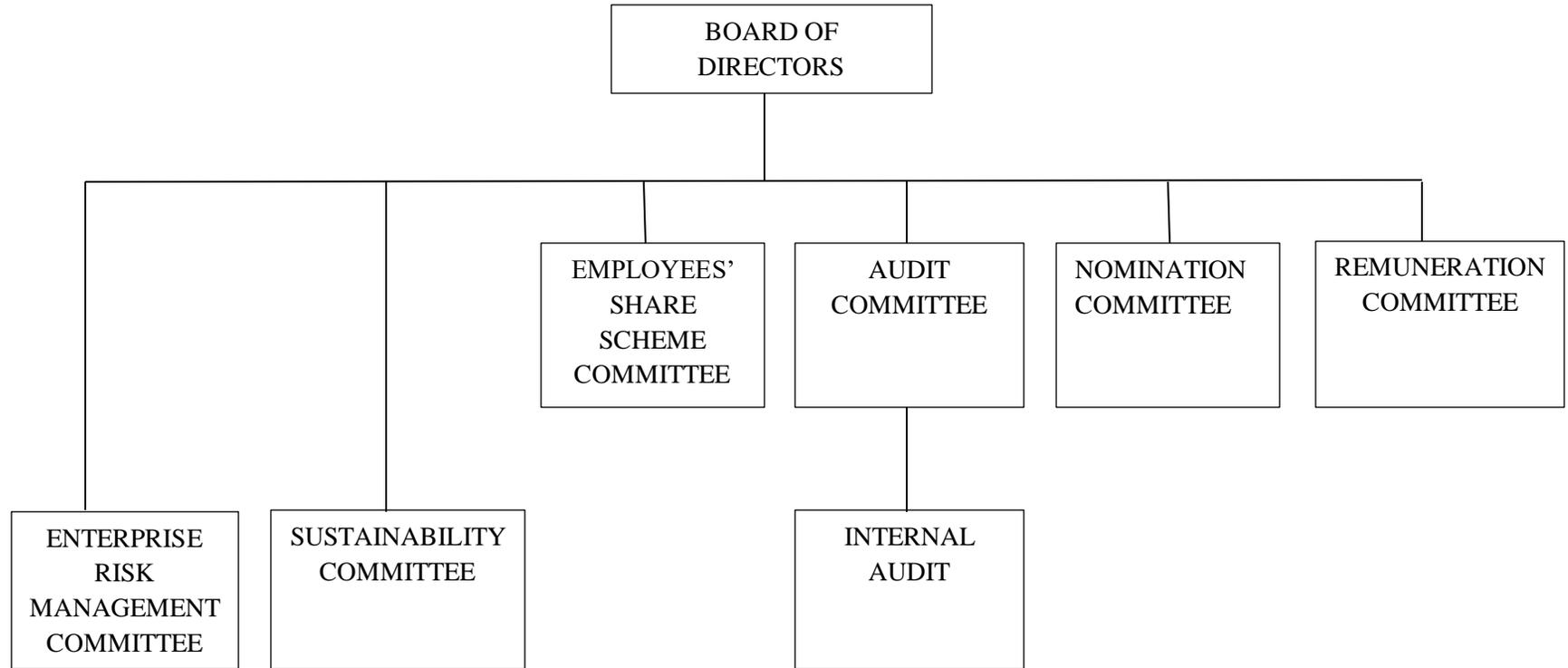
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12.2 This Board Charter will be updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Board's responsibilities.

This revised Board Charter incorporating the Code of Ethics of the Directors was first approved in 2013 by the Board of Directors and revised on 25 February, 2016, 26 February, 2018, 27 February, 2020, 20 April, 2021 and 28 February, 2022.

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Appendix II – Group Code of Ethics and Conduct for Directors (“Code”)

1. SCOPE

This Code shall apply to all Directors of the Group (i.e., directors of HLCB and its subsidiaries) in all their activities directly or indirectly associated with the Group.

“Director” means a director of a company in accordance with the Companies Act 2016 and includes the chief executive and chief financial officer or equivalent

2. ETHICS AND CONDUCT OF DIRECTORS

2.1 Directors shall comply with, amongst others, the following:

2.1.1 applicable laws and regulations – including the Companies Act 2016, Capital Markets and Services Act 2007, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and guidelines issued by the Securities Commission for capital market entities including the Guidelines on Conduct of Directors of Listed Corporations and their Subsidiaries; and

2.1.2 charters, terms of reference, codes, policies, and procedures established by the Company or the Group – including the Board Charter, relevant Terms of Reference for the Board Committees and subsidiary boards, and the Group Code of Ethics.

2.2 Directors shall observe, comply, and instill a culture of high standards of corporate governance in the Group, including those considered in the Malaysian Code on Corporate Governance and other governance practices, demonstrating and driving ethical business and governance practices in the Group.

2.3 Directors shall ensure proper records and accounts are kept to enable the preparation of true and fair financial statements. Directors of HLCB subsidiaries shall ensure the respective subsidiaries provide HLCB with all information and records necessary to enable the preparation of the Group’s consolidated financial statements in accordance with the approved accounting standards.

2.4 Directors of HLCB subsidiaries shall ensure the respective subsidiaries provide HLCB with any information requested by HLCB to enable the Board of Directors of HLCB to oversee the performance of subsidiaries effectively, including assessing non-financial performance of the Group.

- 2.5 In carrying out their duties and responsibilities, Directors shall observe, amongst others, the following:
- 2.5.1 having a sound understanding of the Group's business, including the objectives, capabilities, and capacity of the Group;
 - 2.5.2 being aware of the interest of stakeholders, including shareholders, employees, customers, creditors, and the community or the environment impacted by the Group's operations;
 - 2.5.3 keeping themselves abreast of relevant developments to enable the effective discharge of their fiduciary duties and responsibilities;
 - 2.5.4 safeguarding the assets and resources of the company they serve as Directors;
 - 2.5.5 insisting on being kept informed on all significant matters pertaining to the company they serve as Directors;
 - 2.5.6 preparing adequately for meetings at their respective companies, contribute constructively to discussions and decision-making, and conduct due inquiry before making decisions;
 - 2.5.7 demonstrating the exercise of objective and independent judgement, be willing to openly oppose and express dissenting views if the vital interest of the company they serve as director is at stake, and ensure their decisions and basis for the decisions are made known and properly minuted;
 - 2.5.8 devoting sufficient time and effort to attend meetings and to effectively discharge their individual and collective responsibilities, including at the Board and Board Committee levels as well as in their position as Directors;
 - 2.5.9 limiting his/her professional commitment external to the Group, including directorships in companies, to a level at which he/she can best devote his/her time and effort to discharge his/her duties and responsibilities;
 - 2.5.10 avoiding conflict of interest situations with the Group; adhere to the Group's **Conflict of Interest Policies and Procedures**; and to declare any personal, professional, or business interest or arrangement which poses an actual, potential, or perceived conflict of interest with their responsibilities as directors; and
 - 2.5.11 abstaining from voting or deciding on matters in which he/she has material person interest;

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- 2.5.12 not divert to his own advantage any business opportunity that the Group is pursuing, nor may a Director use confidential information obtained by reason of his/her office for his/her own advantage or that of others; and
- 2.5.13 keeping all Group and Company information, discussion, deliberations, and decisions that are not publicly known confidential.