



LEADER ENERGY HOLDING BERHAD

Registration No. 202101022179 (1422479-U)

Board Charter

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Table of Content		Page
1.0	Introduction	2
2.0	Board Structure	
2.1	Composition of the Board	2
2.2	Nomination and Appointment	2 - 3
2.3	Tenure of Directors	3 - 4
2.4	Board Independence	4 - 5
3.0	Delegation to Management	5
4.0	Roles and Responsibilities	
4.1	The Board	6 – 7
4.2	Chairman	7 – 8
4.3	Executive Deputy	8
	Chairman	
4.4	Group Chief Executive Officer	8 – 9
4.5	Executive and Non-Executive Directors	9 – 10
5.0	Board Committees	10
6.0	Board Meeting	
6.1	Frequency	10
6.2	Quorum and Voting	10
6.3	Agenda	11
6.4	Chairman	11
6.5	Attendance	11
6.6	Minutes	11
7.0	Directors' Written Resolution	11
8.0	Directors' Remuneration	12
9.0	Board Evaluation	12
10.0	Board Training and Development	13
11.0	General Meetings	13 – 14
12.0	Access to Information and Independent Professional Advice	14
13.0	Confidentiality and Disclosures of Interest	14
14.0	Dealings in Securities	15
15.0	Whistleblowing Policy	15
16.0	Anti-Bribery and Anti-Corruption Policy.....	15
17.0	Code of Business Conduct	15 – 16
18.0	Investor Relations and Shareholders Communication	16
19.0	Company Secretary	16 – 17
20.0	Review of the Board Charter	17

1.0 **INTRODUCTION**

The Board of Directors (hereinafter referred to as collectively the “**Board**” or “**Directors**” and individually “**Director**”) of Leader Energy Holding Berhad (“**Company**”) regards corporate governance as the utmost important element that contributes to the success and sustainability of the Company’s business and is committed to ensure sound governance is in place in the Company and its subsidiaries (“**Group**”).

- 1.1. This Board Charter (“**Charter**”) outlines the Board’s strategic intent, roles, responsibilities and reserved authorities, and those which it delegates to the various Board Committees and senior management of the Company.
- 1.2. The guiding principles of this Charter include the following legislation and regulatory promulgations:
 - (i) Companies Act 2016 (“**Act**”);
 - (ii) Constitution of the Company;
 - (iii) Main Market Listing Requirements (“**Listing Requirements**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”);
 - (iv) Malaysian Code of Corporate Governance 2021 (“**MCCG**”); and
 - (v) Any other applicable laws or regulatory requirements.

2.0 **BOARD STRUCTURE**

2.1 **Composition of the Board**

- 2.1.1 The Board recognises the importance of independence and objectivity in its decision-making process. The Constitution of the Company states that unless otherwise determined by the Company in general meeting, the number of Directors (excluding Alternate Director) shall not be less than two (2) nor more than fifteen (15). Majority of the Directors must be Independent Directors. The composition and size of the Board will be reviewed from time to time to ensure its effectiveness.
- 2.1.2 The Board strongly endorses board diversity and is supportive of the gender boardroom diversity recommended by MCCG. The Board has established the policy on fit and proper assessment process of the Directors (“**Directors’ Fit and Proper Policy**”) to guide the Nominating Committee (“**NC**”) in ensuring the Board’s composition is refreshed periodically and reviewed by taking into consideration the appropriate competence, experience, character, integrity and time to effectively discharge his/her role as a Director. To the extent where practicable, the Board should have at least 30% women directors.
- 2.1.3 The Directors’ Fit and Proper Policy is made available for reference on the Company’s website at <https://www.leaderenergy.com/>. The Company shall disclose the application of the Directors’ Fit and Proper Policy in the Statement of the NC in the annual report.

2.2 **Nomination and Appointment**

- 2.2.1 The appointment of a new Director is a matter for consideration and decision by the Board upon recommendation from the NC. In making these recommendations, the NC shall be guided by the Directors’ Fit and Proper Policy to assess the suitability of candidates, taking into consideration the fit and proper criteria including the following of the candidates: -

2.2.1.1 required mix of skills, knowledge, expertise and experience; time commitment, character, professionalism and integrity; board diversity including age and gender diversity; number of directorships in companies outside of the Group; special knowledge or technical skills; and

2.2.1.2 in the case of identifying candidates for the position of independent non-executive directors, consideration should be made on the candidates' independence and ability to discharge such responsibility/functions as are expected from independent non-executive directors and taking into account the current and future needs of the Company, boardroom diversity (including gender diversity) and other soft attributes required as a Director.

2.2.2 New Directors are required to commit sufficient time to attend the Company's meetings or matters before accepting his/her appointment to the Board. The directorships held by any Director at any one time shall not exceed five (5) in listed companies or such other numbers prescribed by the relevant regulatory bodies.

2.3 Tenure of Directors

2.3.1 Pursuant to the Constitution of the Company, at the Annual General Meeting ("**AGM**"), 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 at the conclusion of the AGM in every year provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

2.3.2 The Directors to retire in every year shall be the Directors who have been longest in office since the Directors' last election, but as between persons who became Directors on the same day, the Directors to retire shall be determined by lot, unless they otherwise agreed among themselves.

2.3.3 The tenure of an Independent Director shall not exceed a cumulative term limit of nine (9) years. Upon completion of the nine (9) years, an Independent Director, may continue to serve on the Board as a non-independent director subject to the assessment of the NC.

2.3.4 If the Board intends to retain an independent director beyond nine (9) years, the Board should provide justification and seek annual shareholders' approval through a two-tier voting process in accordance with the relevant legislation and/or regulatory promulgations in particular the MCCG.

2.3.5 A candidate shall not be considered fit for directorship if he/she: -

(a) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence in connection with the promotion, formation or management of a corporation;

(b) has been convicted by a court of law, whether within Malaysia or elsewhere, of an offence involving bribery, fraud or dishonesty or where the conviction involved a finding that he acted fraudulently or dishonestly; or

(c) has been convicted by a court of law of an offence under the securities laws of Malaysia or the Act,

within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison, as the case may be.

2.3.6 The office of a Director shall become vacant if the Director: -

- (a) falls within the circumstances set out in Section 208 of the Act, where the Director: -
 - (i) resigns from office as director by giving a written notice to the Company at its registered office;
 - (ii) retires in accordance with the Act or the Constitution of the Company but is not re-elected;
 - (iii) is removed from office in accordance with the Act or the Constitution of the Company;
 - (iv) becomes disqualified from being a director under Section 198 or 199 of the Act;
 - (v) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Mental Health Act 2001;
 - (vi) dies; or
 - (vii) otherwise vacates office in accordance with the Constitution of the Company;
- (b) is absent from more than 50% of the total Board meetings held during a financial year; or
- (c) is convicted by a court of law, whether within Malaysia or elsewhere, in relation to the offences listed in 2.3.5 above.

2.4 Board Independence

2.4.1 An Independent Director means a director who is independent of management 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 the Company. Without limiting the generality of the foregoing, an Independent Director is one who: -

- (a) is not an executive director of the Company or any related corporation of the Company (each corporation is referred to as “**said Corporation**”);
- (b) is not, and has not been within the last three (3) years, an officer (except as an Independent Director) of the said Corporation. For this purpose, “**officer**” has the meaning given Section 2 of the Act;
- (c) is not a major shareholder of the said Corporation;
- (d) is not a family member of any executive director, officer or major shareholder of the said Corporation;
- (e) is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;
- (f) has not been engaged as an adviser by the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation under such circumstances as prescribed by Bursa Securities; or

- (g) has not engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities, or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation under such circumstances as prescribed by Bursa Securities.

2.4.2 The independent directors provide independent judgement and ensure the interest of all shareholders and stakeholders are taken into account by the Board and that the relevant issues are subject to objective and impartial consideration by the Board.

2.4.3 The Board undertakes to assess the independence of the Independent Directors on an annual basis upon readmission or when any new interest or relationship develops.

2.4.4 The Board may appoint a senior independent non-executive director to whom concerns pertaining to the Group may be conveyed by stakeholders. The roles of the senior independent non-executive director include the following: -

- (a) serves as a sounding board to the Chairman of the Board (“**Chairman**”);
- (b) serves as an intermediary for other Directors when necessary;
- (c) leads the performance evaluation of the Chairman;
- (d) acts as point of contact for shareholders and other stakeholders particularly on concerns which cannot be resolved through the normal channels of the Chairman and/or Group Chief Executive Officer (“**GCEO**”);
- (e) leads the succession planning and appointment of Directors, including the future Chairman and GCEO; and
- (f) leads the annual review of Board effectiveness, ensuring that the performance of each individual Director is assessed objectively and holistically.

3.0 Delegation to Management

3.1 The Board, in carrying out its duties and responsibilities, may delegate its powers to the senior management, under the leadership of the GCEO. Nevertheless, the ultimate responsibility shall reside with the Board as any power exercised by the delegate is deemed to be exercised by the Board.

3.2 While the Board may appropriately delegate its authority to any committees formed by the Board (“**Board Committees**”) or senior management, it should not abdicate its responsibility and should at all times exercise collective oversight of the Board Committees and senior management. The Board should not delegate matters to a Board Committee or senior management to an extent that would significantly hinder or reduce the Board’s ability to discharge its functions.

The senior management shall supply the Board with information that will enable the Board to discharge its duties effectively, in which the Board reserves the right to request additional information at any time when it is deemed appropriate.

4.0 ROLES AND RESPONSIBILITIES

4.1 THE BOARD

4.1.1 The Board has the overall responsibility for the long-term success of the Group and delivery of sustainable value to its stakeholders. In discharging its legal and fiduciary duty, the Board assumes, amongst others, the following duties and responsibilities: -

- (a) together with the senior management, promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- (b) reviewing, challenging and deciding on senior management's proposals for the Group, and monitoring its implementation by senior management;
- (c) ensuring that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- (d) overseeing and evaluating the conduct of the Group's business to ensure the Group adheres to high standards of ethics and corporate behaviour which include managing conflicts of interest, preventing the abuse of power, fraud, bribe and corruption, insider trading and money laundering;
- (e) supervise and assess management performance to determine whether the business is being properly managed;
- (f) defining the risk appetite, approving and overseeing the operation of the Group's Risk Management Framework, assessing its effectiveness and reviewing any major/significant risk facing by the Group;
- (g) 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;
- (h) developing and implementing an investor relations programme or shareholders' communications policy for the Group to enable effective communication with stakeholders;
- (i) reviewing and approving financial statements;
- (j) reviewing and approving the Company's annual report including the reports of the Audit Committee ("**AC**"), Risk Management Committee ("**RMC**"), NC, Remuneration Committee ("**RC**"), Sustainability Committee ("**SC**") and Investment Committee ("**IC**") at the end of each financial year;
- (k) reviewing the adequacy and the integrity of the management information and the internal control system of the Company, for ensuring compliance with applicable laws, regulations, rules, directives and guidelines; and
- (l) undertaking a formal and objective annual evaluation to determine the effectiveness of the Board, the Board Committees and each individual Director.

- 4.1.2 The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters: -
- (a) Strategic issues and planning, including sustainability;
 - (b) Performance reviews and budget;
 - (c) Quarterly financial results and audited financial statements;
 - (d) Dividend policy or declaration of dividends;
 - (e) Material capital expenditures;
 - (f) Material borrowings;
 - (g) Treasury policies;
 - (h) Key human resources issues;
 - (i) Material acquisitions and disposals of undertakings and real estate properties;
 - (j) Proposed appointment/re-appointment of external auditors and their audit fees;
 - (k) Related party transactions ("RPT"), recurrent RPT and conflict of interest;
 - (l) New venture; and
 - (m) Any other pertinent matters that may be decided upon by the Board from time to time.

4.2 CHAIRMAN

- 4.2.1 The Chairman is elected by the Board to provide leadership at Board level and represents the Board to the shareholders and other stakeholders. The Chairman will act independently in the best interest of the Group.
- 4.2.2 The Chairman is responsible for ensuring Board effectiveness and promoting the highest standards of integrity, probity and corporate governance throughout the Group. The responsibilities of the Chairman, amongst others, are as follows: -
- (a) setting the Board agenda and ensuring that Directors receive complete and accurate information in a timely manner;
 - (b) leading the Board in establishing and monitoring good corporate governance practices in the Group;
 - (c) leading Board meetings and discussions and acting as a facilitator to ensure appropriate level of interaction among Directors at Board meetings;
 - (d) encouraging active participation at Board meetings and allowing dissenting views to be freely expressed;

- (e) promoting constructive and respectful relations between Directors and senior management;
- (f) ensuring compliance with all relevant regulations and legislation; and
- (g) representing the Board to shareholders and ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

4.2.3 The positions of Chairman and GCEO are held by different individuals.

4.3 EXECUTIVE DEPUTY CHAIRMAN

4.3.1 The Executive Deputy Chairman (“**EDC**”) shall assist the Chairman in undertaking his responsibilities. The key responsibilities include:

- (i) providing strategic oversight over the strategic and business plans that include operational and financial goals, strategies and performance measures for all aspects of the Group’s operations;
- (ii) assisting and supporting the Chairman in providing leadership to the Board, in ensuring the integrity of governance process;
- (iii) managing the investors relation (including press release on major announcements) to ensure proper, correct and timely communication and dissemination of financial and non-financial information of the Company to the Bursa Securities, local capital market regulators and the investors;
- (iv) providing leadership and credibility in the effort of developing a positive profile of the Group and serve as the spokesperson for the Group alongside the Chairman, and/or GCEO; and
- (v) supporting and encouraging the Board and GCEO in identifying and addressing issues of concern relating to the vision, mission and values of the Group.

4.4 GROUP CHIEF EXECUTIVE OFFICER

4.4.1 The GCEO whose primary responsibilities include making major corporate decisions, managing the overall operations and resources of the Group, and acts as the main point of communication between the Board and corporate operations.

4.4.2 The GCEO is appointed by the Board upon recommendation of the NC.

4.4.3 The GCEO shall where necessarily communicate to the EDC for recommendation and consideration, and report directly to the EDC on the Group’s business operation matters.

4.4.4 Generally, the GCEO is accountable to the Board for, among others, the following: -

- (a) managing the day-to-day business operations of the Group;
- (b) ensuring that the applicable rules and regulations for the conduct of affairs of the Board and for all matters associated with the maintenance of the Board or otherwise required are complied with for its efficient operation;

- (c) representing the Group, and alongside Chairman and EDC as the key spokesperson(s) with all stakeholders including investors, regulators and business partners;
- (d) leading the development of the Group's operations and businesses;
- (e) assessing all business opportunities which are potentially beneficial to the Group;
- (f) maintaining awareness of the competitive market landscape, expansion opportunities and industry developments;
- (g) ensuring that the Group maintains high social responsibility wherever it does business; and
- (h) creating and implementing the Company's vision and mission.

4.5 EXECUTIVE AND NON-EXECUTIVE DIRECTORS

- 4.5.1 Executive directors are involved in the day-to-day management of the Group.
- 4.5.2 Executive directors assist the Board in decision-making process through their technical expertise and knowledge of the business and its industry.
- 4.5.3 Executive directors, with the help of the senior management, assist the Board in facilitating the orientation of new Directors and Director training and development.
- 4.5.4 Non-executive directors is a Director who is not an employee of the Company. Non-executive directors can be classified as: -
 - those who have no direct or indirect pecuniary interest in the Company other than their directors' emoluments and their permitted shareholdings in the Company;
 - those who are not employees of the Company or affiliated with it in any other way and are not involved in the day-to-day running of business but may have a pecuniary interest in the Company, whether direct or indirect; or
 - those who are not employees of the Company but are standing as nominees for substantial shareholders.
- 4.5.5 Non-executive directors need to be sound in judgement and to have an inquiring mind.
- 4.5.6 Non-executive directors should question intelligently, debate constructively, challenge rigorously and decide dispassionately.
- 4.5.7 Non-executive directors may act as a bridge between the senior management, shareholders and other stakeholders. They should provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.
- 4.5.8 The responsibilities of non-executive directors are, amongst others, as follows: -
 - (a) advising and directing the senior management in the development and evaluation of strategy;

- (b) scrutinising the performance of the senior management in meeting agreed goals and objectives and monitoring the reporting of performance;
- (c) satisfying themselves that the financial information presented is accurate; and
- (d) reviewing the risk management and internal control systems to ensure that they are robust and defensible.

5.0 BOARD COMMITTEES

5.1 The Board may from time to time establish the Board Committees to assist the Board in discharging its responsibilities more effectively. The Board has approved the following Board Committees together with its respective written Terms of Reference (“TOR”) which specify the authority and duties of the respective Board Committees: -

- (a) NC;
- (b) RC;
- (c) AC;
- (d) RMC;
- (e) SC; and
- (f) IC.

5.2 These Committees are designed to consider specific matters and make recommendations to the Board for consideration and decision making.

5.3 The Chairman of the Board shall not be a member of the AC, NC or RC.

5.4 The TOR of each Board Committee is available on the Company’s website at <https://www.leaderenergy.com/>.

6.0 BOARD MEETING

6.1 Frequency

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

6.2 Quorum and Voting

6.2.1 The quorum for a meeting of the Board shall be two (2) Directors.

6.2.2 Each Director is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gains the majority of votes shall be the decision of the Board.

6.2.3 In the case of an equality of votes, the Chairman has a second or casting vote, except where two (2) Directors form a quorum, the Chairman at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue shall not have a casting vote. The question in issue shall then be tabled at the next meeting.

6.2.4 A Director shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him/her.

6.3 Agenda

A meeting agenda shall be sent to all Directors and any other persons who may be required/invited to attend the meeting of the Board and the agenda, together with the supporting papers, shall be circulated at least five (5) working days prior to each meeting. The Directors, may, however, consent to shorter notice whereupon the requisite period shall be waived.

6.4 Chairman

In the absence of the Chairman of the Board, the other Directors of the Board shall amongst themselves elect a Chairman to chair the meeting.

6.5 Attendance

6.5.1 All Directors must meet the minimum 50% attendance requirement imposed by the Listing Requirements.

6.5.2 If any Director is unable to be physically present, he/she may choose to participate by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.

6.5.3 The Board may at its discretion and as necessary, invite any Director of the management within the Group and consultants whom the Board thinks fit to attend its meetings to assist and provide pertinent information as necessary.

6.6 Minutes

6.6.1 The Secretary of the Company (“**Company Secretary**”) shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Board. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.

6.6.2 The books containing the minutes of proceedings of any meeting of the Board shall be kept at the registered office of the Company.

7.0 DIRECTORS’ WRITTEN RESOLUTION

7.1 A resolution in writing signed by a majority of the Directors for the time being, shall be as valid and effectual as if it were a resolution duly passed at a Board Meeting duly called and constituted.

7.2 The resolution may consist of several documents in like form, each signed by one (1) or more Directors. Such document may be accepted as sufficiently signed by a Director if it is transmitted to the Company by facsimile or other electrical or digital written message, which include a signature of the said Director.

8.0 DIRECTORS' REMUNERATION

- 8.1 The non-executive Directors will be paid a fee for their services as non-executive Directors. If the fee of each such non-executive Director is not specifically fixed by the Members of the Company, then the quantum of fees to be paid to each Non-Executive Director within the overall limits fixed by the Members of the Company, shall be decided by resolution of the Board. In default of any decision being made in this respect by the Board, the fees payable to the non-executive Directors shall be divided equally amongst themselves and such a Director holding office for only part of a year shall be entitled to a proportionate part of a full year's fees. The non-executive Directors shall be paid by a fixed sum and not by a commission on or percentage of profits or turnover.
- 8.2 The executive Directors shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, bonus, commission, or participation in profits, or partly in one way and partly in another and other benefits) as the Board may determine, but such remuneration shall not include a commission on or percentage of turnover.
- 8.3 The fees and benefits payable to the Directors shall be subject to annual shareholders' approval at a GM.
- 8.4 The Directors shall be paid all traveling, hotel and other reasonable expenses, properly and reasonably incurred by them in the execution of their duties including any such expenses incurred in connection with attending and returning from meetings of Directors or Board Committees or any other meetings of the Company in connection with the business of the Company in the course of the performance of their duties as Directors.
- 8.5 The Company shall provide a fair, reasonable and competitive remuneration for its executive Directors to ensure that the Company attracts and retains high calibre executive Directors who have the skills, experience and knowledge to increase entity value to the benefit of all shareholders.
- 8.6 The Board has established a formal and transparent process for approving the remuneration of Directors, whereby the RC is responsible for reviewing the Company's Directors and senior management remuneration policy and making recommendations on the same to the Board for approval. In its review, the RC considers various factors including fiduciary duties, time commitments expected of them and the Company's performance.

9.0 BOARD EVALUATION

The Board recognises the importance of assessing the effectiveness of individual Directors, the Board as a whole and its Committees. The Board reviews and evaluates its own performance and the performance of its Committees on an annual basis.

10.0 BOARD TRAINING AND DEVELOPMENT

- 10.1 In addition to the mandatory programmes as required by the Bursa Securities for newly appointed Director, Board members are encouraged to attend training programmes conducted by highly competent professionals and which are relevant to the Group's operations and business, to continuously update their knowledge and enhance their skills, in order to enable them to effectively discharge their duties and sustain active participation in Board deliberations.
- 10.2 With the assistance of the NC, the Board shall assess the training needs of the Directors and ensure Directors have access to continuing education programme.
- 10.3 The Board shall disclose in the annual report of the training programme attended by each of the Directors during the financial year.

11.0 GENERAL MEETINGS

- 11.1 The Board regards the General Meeting ("GM") as an important platform for the Directors and senior management to engage Company's shareholders. The Directors must ensure that the GM provides an important opportunity for effective communication with, and constructive feedback from, the Company's shareholders.
- 11.2 The Company shall hold an Annual General Meeting ("**AGM**") in every calendar year within six (6) months of the Company's financial year end and not more than fifteen (15) months shall elapse between the date of one (1) AGM and that of the next.
- 11.3 The Board may, whenever it thinks fit, convene a GM other than AGM to transact other businesses. GM shall also be convened on any requisition made in accordance with the provisions of the Act, or if the Company makes default in convening a GM in compliance with a requisition received pursuant to Section 311 of the Act, a GM may be convened by such requisitions in the manner provided in Section 313 of the Act. Any GM convened by requisitions shall be convened in the same manner, as nearly as possible, as that in which GMs are to be convened by the Directors.
- 11.4 Subject always to the provisions of Section 323 of the Act, no business shall be transacted at a GM except business of which notice has been given in the notice convening the GM.
- 11.5 The notices convening GM shall specify the place, day and hour of the meeting, and shall be given to all shareholders at least fourteen (14) days before the meeting or at least twenty-one (21) days before the meeting where any special resolution is to be proposed or where it is an AGM. Any notice of meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. At least fourteen (14) days' notice or twenty-one (21) days' notice in the case where special resolution is proposed or where it is the AGM, of every such meeting shall be given by advertisement in at least one (1) nationally circulated Bahasa Malaysia or English daily newspaper.
- 11.6 Pursuant to Practice 13.1 of the MCCG, notice for an AGM will be given to shareholders at least twenty-eight (28) days prior to the meeting.

11.7 No business shall be transacted at any GM unless a quorum is present when the meeting proceeds to business. For all purposes, two (2) members present in person or by proxy, or, in the case of corporations which are members, present by their representatives appointed pursuant to the provision of the Company's Constitution and entitled to vote shall be a quorum.

11.8 Minutes of the GM should be circulated to shareholders no later than 30 business days after the GM.

12.0 ACCESS TO INFORMATION AND INDEPENDENT PROFESSIONAL ADVICE

12.1 Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision making.

12.2 Directors will be entitled to: -

(a) have full and unrestricted access to any information within the Group; and

(b) be able to obtain independent professional advice or other advice and to invite persons with relevant experience and expertise to attend its meetings, if necessary.

13.0 CONFIDENTIALITY AND DISCLOSURES OF INTEREST

13.1 The Directors are required to act in the best interest of the Company. The Directors also have a duty of confidentiality in relation to the Company's confidential information.

13.2 All information and documentation received by the Board from the Company shall be treated as confidential, unless otherwise expressly decided by the Board. All Board members are responsible for ensuring that any material received is properly protected and remains confidential. If any information is to be provided to third parties, this shall be decided by the GCEO.

13.3 A Director must at all time, provide to the Company notice in writing: -

(a) declaring the Director's interests in shares, debentures, participatory interests, rights, options and contracts in the Company or its related companies pursuant to the Act; and

(b) any other interest (direct or indirect) which the Director believes is appropriate to disclose in order to avoid any conflict of interest or the perception of a conflict of interest.

13.4 The disclosure should be made as soon as practicable after the Director becomes aware of their interest. Details of the disclosure must be recorded in the minutes of the meeting at which the disclosure is made or the meeting held following the disclosure.

13.5 The Directors are expected to advise the Company Secretary of any proposed Board or executive appointment to other companies as soon as practicable.

14.0 DEALINGS IN SECURITIES

A Director must not deal in the Company's securities when he is in possession of price sensitive information. All Directors must also comply with the disclosure requirements as prescribed under Chapter 14 of the Listing Requirements when dealing in the Company's securities.

15.0 WHISTLEBLOWING POLICY

15.1 The Group encourages openness and transparency in its commitment to maintain a culture with a high standard of ethics, integrity and accountability in fulfilling its responsibilities and compliance with all applicable laws and regulations.

15.2 Recognising the abovementioned values, the Board has established a Whistleblowing Policy and reporting channel to provide guidance and an avenue for all employees, business associates and members of the public to disclose any known and/or suspected wrongdoings committed by its employees within the Group and/or its business associates.

15.3 The Whistleblowing Policy is made available for reference on the Company's website at <https://www.leaderenergy.com/>.

16.0 ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

16.1 The Group is committed to conduct its business affairs ethically and in compliance with all applicable laws and regulations in the countries where it does its business.

16.2 The Group has adopted a zero-tolerance approach against all forms of bribery and corruption.

16.3 The Board established the Group Anti-Bribery and Anti-Corruption Policy to provide guidance to all its employees within the Group, in the performance of their duties and responsibilities to ensure the Group's compliance with the Malaysian Anti-Bribery and Corruption laws and;

- (i) To foster the growth of a business environment that is free of corruption,
- (ii) Ensuring all employees of the Group take reasonable and proportionate measures to ensure their daily activities do not involve in corrupt activities; and
- (iii) To ensure employees are guided on how to recognise and deal with bribery and corruption issues.

16.4 The Anti-Bribery and Corruption Policy is made available for reference in the Company's website at <https://www.leaderenergy.com/>.

17.0 CODE OF BUSINESS CONDUCT

17.1 The Group is committed to conducting its business affairs ethically and in compliance with all applicable laws and regulations in the countries where it does its business.

17.2 The Group's Code of Business Conduct defined the set of organisational rules and standards regarding the Group's ethics (values and beliefs) as well as matters of legal compliance that govern the conduct of the Group and its Employees.

17.3 It provides guidance on the rules or standards of business conduct to all its employees within the Group, in the performance of their duties and responsibilities to ensure compliance with the Group's commitment to ethical and lawful conduct.

17.4 The Code of Conduct and Ethics Policy is made available for reference on the Company's website at <https://www.leaderenergy.com/>.

18.0 INVESTOR RELATIONS AND SHAREHOLDERS COMMUNICATION

18.1 The Board acknowledges the importance of an effective and clear communication with its shareholders as well as with its potential investors and the public.

18.2 The Board is committed to provide highest standard of transparency and accountability in the disclosure of pertinent information relating to the Group by implementing amongst others, the following: -

- (a) timely release of announcements to Bursa Securities, which include quarterly financial results, material contracts awarded and any other material information that may affect investors' investment decision;
- (b) conducts regular dialogues with financial analysts as a means of effective communication, which enables the Board and senior management to convey information relating to the Group's performance, corporate strategy and other matters affecting shareholders' interests;
- (c) press conference which is normally held after the AGM/GM to provide the media an opportunity to receive updates from the Board on the proceedings at the meetings and to address any queries from the media;
- (d) encourage full participation of shareholders at the AGM to ensure a high level of accountability and discussion of the Company's strategy and goals. The Company shall invite the external auditors to attend the AGM and be available to answer to shareholders' questions about the conduct of the audit and the preparation of the auditor's report; and
- (e) shareholders can gain access to information about the Company including the summary of the Group's investor relation activities and media releases through the Company's website, <https://www.leaderenergy.com/>.

19.0 COMPANY SECRETARY

19.1 The appointment and removal of the Company Secretary is a matter for the Board, as a whole.

19.2 The Board is supported by a suitably qualified and competent Company Secretary who plays an important role to provide sound governance advice, ensure adherence to rules and procedures, and advocate the adoption of corporate governance best practices.

19.3 The roles and responsibilities of the Company Secretary include, but are not limited to the following: -

- (a) ensuring that the Board procedures are followed while a meeting is conducted;

- (b) managing all Board and Board Committee meeting logistics, and attending and recording minutes of all Board and Board Committee meetings and facilitating board communications;
- (c) advising the Board on its roles and responsibilities;
- (d) facilitating and assist in Directors' training and development;
- (e) advising the Board on corporate disclosures and compliance with company law and securities regulations and Listing Requirements;
- (f) managing procedures pertaining to AGM/GM;
- (g) monitoring corporate governance developments and assisting the Board in applying good corporate governance practices to meet the Board's needs and stakeholders' expectations; and
- (h) serving as a focal point for stakeholders' communication and engagement on corporate governance issues.

20.0 REVIEW OF THE BOARD CHARTER

- 20.1 This Charter shall be periodically reviewed and updated by the Board taking into consideration the needs of the Group as well as any development in rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.
- 20.2 This Charter has been adopted by the Board on 23 March 2023 and is made available for reference on the Company's website at <https://www.leaderenergy.com/>.