



BOARD CHARTER

Name of policy: Board Charter

Version: 1

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First published and distributed on (14 April 2022).

Abstract

The Board Charter for Swift Haulage Berhad that defines the respective roles and responsibilities of the Board of Directors and Key Senior Management.

INTRODUCTION

The Board Charter sets out the composition, roles and responsibilities and processes of the Board.

The Board Charter, which serves as a strategic guidance and effective oversight of management, is also intended to provide a concise overview of:

1. clarification of the roles and responsibilities of the Board, individual director, chairman, chief executive officer ("CEO") and Key Senior Management ("KSM") to facilitate the Board, individual director, chairman, CEO and KSM's accountability to the Company and its shareholders;
2. delegation of authority by the Board to various committees established in assisting the Board to execute its duties and responsibilities;
3. Board operating procedures and practices pertaining to meetings, training and development, code of conduct and declarations on conflicts of interest;
4. The Board Charter incorporates the Malaysian Code on Corporate Governance 2021 ("MCCG") issued by the Securities Commission Malaysian in April 2021, as considered appropriate, and Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") on corporate governance; and
5. Whilst this Board Charter serves as a structure guide, it shall not be construed as an exhaustive blueprint by Directors on corporate governance matters.

BOARD STRUCTURE

A. Composition

The number of Directors shall not be less than 2 and not more than 9 as set out in the Company's Constitution.

In accordance with the Listing Requirements, the Company must ensure that at least 2 Directors or 1/3 of the Board, whichever is the higher, are independent directors. If the number of Directors of the Company is not 3 or a multiple of 3, then the number nearest 1/3 must be used.

The position of Chairman, Managing Director and CEO are to be held by separate persons to ensure balance of power and authority and to maintain effective supervision and accountability of the Board and management.

There shall be at least 30% women directors. We intend to apply Practice 5.9 as set out under the MCCG for the Board to comprise at least 30% women directors within 24 months from our Listing.

B. Board Independence

The roles of the Independent Non-Executive Directors are important in bringing independent judgement and ensuring all issues proposed by the executive management are fully discussed and examined to consider the long-term interests, not only of the shareholders, but also other stakeholders such as employees, customers and business associates.

In determining independence, the Board will consider the definition of “independent director” defined under Paragraph 1.01 of the Listing Requirements and assess the corporate governance practices in the light of the changing circumstances facing the Company. As such, the Board chooses not to take a prescriptive approach to independence but to consider independence of each Director, on a case-by-case basis, by taking into consideration the following factors:

- i. The suitability and ability of the Independent Non-Executive Director to carry out their roles and responsibilities effectively will be based on their calibre, qualifications, experience, personal qualities and knowledge of the Groups business operation and activities.
- ii. The ability of an Independent Non-Executive Director must be independent of management and free from and 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.

C. Appointment and Re-election

The Board is responsible to determine the appropriate size of the Board and the appointment of new Director is a matter for consideration and decision by the Board, upon the recommendation from the Nominating and Remuneration Committee (“NRC”). The NRC will consider the required mix of skills, experience, other qualities, and diversity, including gender, where appropriate, which the Director should bring to the Board.

In accordance with the Company’s Constitution, 1/3 or the number nearest to 1/3 shall retire from office at each Annual General Meeting (“AGM”). A retiring Director is eligible for re-appointment. It provides that any new or additional Director appointed by the Board during the year shall hold office until the next AGM and shall then be eligible for re-election. The election of each Director is voted separately.

The tenure of an Independent Director should not exceed a cumulative term of 9 years. If the Board intends to retain an Independent Non-Executive Director beyond 9 years, it should justify and seek annual shareholders’ approval through the two-tier voting process as recommended by Practice 5.3 of MCCG.

The Board may appoint a Senior Independent Non- Executive Director to whom shareholders’ concerns can be conveyed if there are reasons that contact through the normal channels of the Chairman or the Managing Director/ Group CEO have failed to resolve them.

D. New Directorship

The Group values the experience Board members bring from the board of other companies on which they serve but recognizes that those positions might place demand on a Director’s time and availability. All Board members should notify the Chairman of the Board before accepting any new directorship outside the Group.

ROLES AND RESPONSIBILITIES

A. Roles of the Board

The roles of the Board are to set the strategic direction for the Company and to appoint and oversee senior executives in their implementation and progression of the business plan.

The key objective of the Board is to increase shareholder value by successful acquisition, development and production initiatives whilst acting within the framework of the Company's Constitution, applicable legislation and in a manner that reflects an acceptable standard of governance.

B. Responsibility to the Board

The responsibilities of the Board, includes the following:

- i. The Board together with KSM, promote good corporate governance culture within the Company and Group which reinforces ethical, prudent and professional behaviour;
- ii. Review, challenge and decide on management's proposal for the Company, and monitor its implementation by management;
- iii. Ensure that the business plan of the Company supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
- iv. Supervise and assess management performance to determine whether the business is being properly managed;
- v. Review the adequacy and effectiveness of the management of information and ensure there is a sound framework for internal controls and risk management;
- vi. Identify and understand the principal risks of the Company's business and ensure implementation of appropriate internal controls and mitigation measures to achieve a proper balance between risks incurred and potential returns to the shareholders;
- vii. Set the risk appetite within which the Board expects management to operate and ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
- viii. Ensure that KSM has the necessary skills and experience, and there are measures and appropriate policies for training, appointment and performance monitoring of management positions in place to provide for the orderly succession of Board and KSM;
- ix. Ensure that the Company has in place procedures to enable effective communication with stakeholders; and
- x. Ensure the integrity of the Company's financial and non-financial reporting.

C. Matters reserved for the Board's decision

In addition to those matters that are required by law or Listing Requirements to be approved by the Board, the following matters which are non-exhaustive, are reserved for the Board:-

- i. Appointment of Chairman of the Board, independent director, Managing Director, CEO and Company secretary;
- ii. Determine the remuneration and terms and conditions of service of the Managing Director and CEO, including incentives;
- iii. Approval of the business plan, at least annually;
- iv. Approval of quarterly financial reports, annual report (which includes, among others, financial statements, directors' reports, chairman's statement, sustainability statement, corporate governance overview statement, Audit and Risk Management Committee ("ARC") report, and statement of risk management and internal control) and corporate governance statement, with advice from the NRC and the ARC, as appropriate;
- v. Approval of notice of meeting and proxy for the AGM and other members' meetings;
- vi. Approval of disclosure of information (including issuance of public statement or press releases) that contains financial and / or operation projections, or changes to the Group's strategy;
- vii. Approve delegations of authority to the Managing Director and/or CEO and authorise expenditure in excess of the approval limits delegated to the Managing Director and/or CEO;
- viii. Authorise any single unbudgeted expenditure above an amount as established by the Board from time to time;
- ix. Approval of proposal for the acquisition, establishment, disposal or cessation of any significant business of the Company or significant changes to organisational structure;
- x. Authorise the issue of shares, options or other equity-based securities including the documentation in relation to such;
- xi. Approval of borrowings and the granting of security over, or interests in the Company or any of its material assets including the documentation in relation thereto;
- xii. Determine membership and approve the terms of reference of Board Committees and monitor the effectiveness of the Company's corporate governance practices;
- xiii. Appointment of Directors, and where required for election by shareholders at the next AGM;
- xiv. Approval of remuneration policies including the authorisation of key performance indicators for Managing Director and/or CEO;

- xv. If deemed appropriate, endorse ARC's recommendation and seek shareholders' approval for the appointment of the external auditor;
- xvi. Approve corporate policies of Company-wide or general application.
- xvii. Declaring and recommending dividend payment which is subject to the approval of shareholders in the AGM; and
- xviii. Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions;

D. Responsibilities of Individual Directors

Directors are accountable to their shareholders and should use their best efforts to ensure that the Company and Group are properly managed and constantly improved so as to protect and enhance shareholder value, and to meet the Company's obligations to all parties with which the Company interacts, i.e. its stakeholders. Their responsibilities include, amongst others, the following:

- i. Directors are appointed to act in the interests of the Company and an important area of their legal responsibilities derives from trust law - the fiduciary duty to act in the interests of the Company, which includes the interests of the shareholders;
- ii. They are under a duty to exercise reasonable skill and care in the discharge of their functions;
- iii. Directors are required to exercise the utmost good faith towards the Company in all their actions and to act honestly in the exercise of the powers and in the discharge of the duties of their office;
- iv. Directors are expected to be actively involved not only in Board meetings but general meetings of shareholders;
- v. Acquiring knowledge about the business of the Company and Group, the statutory and regulatory requirements affecting effective discharge of their duties, being aware of the physical, political and social environment in which it operates;
- vi. Assisting the Chairman in providing the Company and Group with effective leadership; and
- vii. Being available to advise management between Board meetings when necessary.

E. Responsibilities of Chairman

The Chairman is elected by the Board members to provide leadership at Board level and represents the Board to the shareholders and other stakeholders. The Chairman is responsible

for instilling good corporate governance practices, leadership, standard of conduct and effectiveness of the Board and its committees.

The Chairman is required, amongst others, to:

- i. Provide leadership for the Board and ensure a balance composition of skills, knowledge and experience within the Board members so that the Board can perform its responsibilities effectively;
- ii. Set the Board agenda and ensuring that Board members receive complete and accurate information in a timely manner with assistance from the management;
- iii. Facilitate all Board meetings and ensure the appropriate level of interaction among Board members, subsidiary Board members and KSM;
- iv. Encourage active participation and allowing dissenting views to be expressed freely;
- v. Managing interface and promoting constructive and respectful relations between board and management;
- vi. Ensure appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole;
- vii. Lead the Board in establishing and monitoring good corporate governance practices in the Company.
- viii. Monitor the performance of the individual and collective roles of the directors and the Board; and
- ix. Maintain a regular and constructive dialogue with the Managing Director/CEO and KSM in respect of all material matters affecting the Group and the Company and to consult with the other Board members promptly and appropriately.

F. Responsibilities of Managing Director

The Managing Director is responsible to the Board for the overall management and performance of the Company and Group. The Managing Director is appointed by the Board on recommendation of the NRC.

The Managing Director's responsibilities include:

- i. Providing executive leadership to the Group and act as the Group's interface with its operating environment and general business and investment community;
- ii. Overseeing implementation of corporate strategies and business plan;
- iii. Overseeing development and implementation of risk management and internal control frameworks;

- iv. Providing sufficient and relevant information to the Board in a timely manner, to enable the Board to effectively discharge its responsibilities; and
- v. Serving as chief spokesperson for the Group.

G. Responsibilities of Senior Independent Non-Executive Director

The Board may appoint a Senior Independent Non-Executive Director. The roles of the Senior Independent Non-Executive Director include:

- i. Acts as a sounding board member for the Chairman;
- ii. Acts as the point of contact between the Independent Directors and Chairman on sensitive issues;
- iii. Be the focal point for board members for any concerns regarding the chairman or the relationship between the Chairman, the Managing Director and the CEO; and
- iv. Acts as designated contact to whom shareholders' concerns or queries maybe raised, as an alternative to the formal channel of communication with shareholders.

H. Responsibilities of Non-Independent Non-Executive Director / Advisor

The Board may appoint a Non-Independent Non-Executive Director / Advisor. The responsibility of the Non-Independent Non-Executive Director / Advisor includes:

- i. Assist in strategy development within a company through experience and expertise.
- ii. Provides oversight of the company's future plans, ethics, and integrity.
- iii. Provide advice on issues raised by management.
- iv. Encourage the development of a governance framework that enable sustainable growth for the company.
- v. Impose challenges to management in a way that encourages growth of the company.

I. Responsibilities of CEO

The CEO provides executive leadership and is accountable to the Board for the implementation of the strategies, objectives and decisions of the Board within the framework of delegated authorities, values and policies of the Company. The CEO is appointed by the Board on recommendation of the NRC.

The CEO is accountable to the Board, amongst other things, on the following:

- i. Driving formulation of corporate strategies and business plan for approval by the Board;
- ii. Leading the KSM and other management teams in implementing corporate strategies and business plan;

- iii. Engaging in the overall management of the Groups operations and business;
- iv. The CEO has a direct reporting line to the Board and not to the shareholders of the Company. The CEO is the link between the Board and management of the Company;
- v. Develop and recommend to the Board the long-term strategy and vision of the Company and its quantified expression by way of critical performance targets;
- vi. Develop and recommend to the Board the annual business plans, budgets, actions plans and risk management policies that support the Company's long term strategy that reflect current business environment and trends;
- vii. Ensure management of day-to-day business affairs, continuous improvement and development, maintenance, implementation, formulation and achievement of corporate policies and strategies sanctioned by the Board;
- viii. Ensure that the Company has an effective management team and structure, management development program and succession plans; and
- ix. Ensure that effective internal Company and Group controls and governance measures are deployed.

J. Independent Director

Independent Directors are those who have no direct or indirect pecuniary interest in the Group and the Company other than the remuneration for their services as members of the Board and Board Committees of the Group and the Company which has defined under Paragraph 1.01 of the Listing Requirements.

- i. An Independent Director is independent of management and free of any significant business or other relationships that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of their unfettered and independent judgement, and who otherwise meet the criteria for independence;
- ii. The Independent Directors provide independent judgement, experience and objectivity without being subordinated to operational considerations;
- iii. The Independent Directors help to ensure that the interests of all shareholders, and not only the interests of a particular fraction or Group, are indeed taken into account by the Board and that the relevant issues are subjected to objective and impartial consideration by the Board; and
- iv. The views of the Independent Directors should carry significant weight in the Board's decision-making process.

The Board undertakes to assess the independence of the Independent Directors on an annual basis.

K. Responsibilities of KSM

The KSM shall consist of members, namely CEO, Chief Financial Officer (“CFO”) and other key senior management as decided by the CEO. The KSM is led by the CEO and is accountable to the Managing Director or the Board if there is no Managing Director.

The responsibilities of KSM include:

- i. Execution and implementation of strategic decisions approved by the Board;
- ii. Oversee day-to-day management of the Group’s affairs and the conduct of its business within the authority and limit delegated by the Board;
- iii. Review and approve the annual operating budget of each subsidiary of the Group; and
- iv. Deal with any other matters which are not expressly set out in Matters Reserved for the Board in accordance with the Limits of Authority, the Listing Requirements and other applicable legislation.

L. Responsibilities of Board Committees

The Board has set up different Board committees with different functions to assist the Board in discharging its fiduciary duty. These committees do not make decision on behalf of the Board and the Company. It is each committee’s duty to review the matter under its purview and make the necessary recommendation to the Board for its consideration and decision making.

ARC

1. To review the following and report the same to the Board of Directors :

- a. with the external auditors:
 - i. the external audit plan,
 - ii. the evaluation of the system of internal controls; and
 - iii. the external audit report.
- b. assistance given by the Company’s officers to the external auditors;
- c. assess the adequacy of the scope, functions and resources of the internal audit and that the internal auditors have the necessary authority to carry out their works;

- d. the internal audit plan, processes, the results of the internal audit assessments, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations;
 - e. the quarterly financial report and year end financial statements, prior to the approval by the Board of Directors, focusing particularly on:
 - i. changes in or implementation of major accounting policy changes;
 - ii. significant matters highlighted including financial reporting issues, significant judgements made by management, significant and unusual events or transactions, and how these matters are addressed;
 - iii. the going concern assumption; and
 - iv. compliance with accounting standards and other legal requirements;
 - f. any related party transactions and conflict of interest situation that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity as well as whistleblowing matters;
 - g. Assess the effectiveness of the risk management framework, review and monitor risk reporting;
 - h. letter of resignation from the external auditors, if any;
 - i. Performance of external auditors and recommend the appointment and re-appointment of external auditors;
 - j. whether there is any reason (supported by grounds) to believe that the external auditors is not suitable for reappointment; and
 - k. non-audit services provided by the external auditors and/or its network firms to our Company;
- 2. To consider the nomination of external auditors;
 - 3. To perform such other functions as may be agreed to by the ARC and the Board of Directors; and
 - 4. Obtain regular updates from management regarding compliance matters.

NRC

The functions of Nominating Committee are:

- 1. Recommend to the Board of Directors the nomination of a person or persons to be a Board member(s) by shareholder(s) or Director(s);

2. Recommend to the Board, Directors to fill the seats on board committees;
3. Assess the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
4. Review the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the board and thereafter, recommend its findings to the board;
5. Assess the training needs of each Director;
6. Review on annual basis the performance of the AC and the term of office and performance of each of its members;
7. Review implementation of an appropriate program framework and succession planning for the Board;
8. Setting the remuneration policy for all Directors and Key Senior Management;
9. Recommend to the Board, the remuneration packages of Executive Director in all its forms, drawing from outside advice as necessary; and
10. Review the fees of the Directors and benefits payable to Directors.

COMPANY SECRETARY

The appointment or removal of Company Secretary of the Board shall be prerogative of the Board as a whole. The Secretary appointed should be suitable qualified and competent in order to support the Board in carrying out its roles and responsibilities. The Secretary shall ensure Board proceedings are followed in compliance with relevant laws, regulations and requirements.

The Secretary attends all meetings of the Board and records the proceedings thereof. All minutes of the Board are signed by the Chairman as a true and correct record and are then to be entered into the minutes book and will be made available for inspection by any Director.

BOARD PROCESSES

Processes and procedures for convening Board meeting

Scheduling of Board meetings

The Board meets at least 4 times every year based upon a schedule set on yearly basis.

Apart from the pre-scheduled Board meetings, the Board may for the purpose of urgent matters, convenes ad-hoc Board meetings at any time during the year.

Agenda item for Board meetings

The agenda of the meeting is decided upon focusing on matters that requires Board decision, approval, directions and on items that are truly the Board's responsibility.

The Secretary shall discuss with the CFO on the agenda item. The final agenda for the meeting would be given to the CFO for his/her approval and clearance.

Any Director may request for inclusion of any matter in the agenda for a particular Board meeting.

The request must be sent 7 days before the meeting for the CFO's approval.

Board meeting materials distributed in advance

The Managing Director and/or CEO will inform/remind the relevant head of department to submit their report/ materials on presentation to the Secretary at least 7 days before the meeting.

All meeting materials/ report/ papers as well as the notice and agenda will be compiled in a meeting file and to be distributed to all the Directors within an appropriate timeline for perusal. In case where the subject matter/ agenda item is price sensitive or otherwise confidential or in a state of flux, the presentation is directly made at the meeting.

During the Board meetings, the Non-Executive Directors will be briefed on, amongst others, major operational, financial and corporate issues, activities and performance of projects, divisional performance, business outlook, major acquisition and disposal of assets including investments and changes in the requirements of regulatory bodies.

The Chairman of Board Committees will inform the Directors at Board meetings, of any salient matters noted by Board Committees and which require the Board's notice, discretion or decision.

Convening a Board Meeting

The quorum necessary for the transaction of business of the Directors shall be fixed by the Directors from time to time and unless so fixed, the quorum shall comprise two (2) Directors.

Questions arising at any Board meeting shall be decided by a majority of votes, each Director having one vote and in case of an equality of votes, the Chairman shall not have a casting vote.

Board and Directors Professional Development

The Board is required to be kept up-to-date with current business, industry, regulatory and legislative developments and trends that will affect the Company and Group's business operations.

The Board and its Director's professional development are:

1. Newly appointed Board members are mandated to attend the Mandatory Accreditation Programmes required under the Listing Requirements within 4 months from the date of appointment;
2. Newly appointed Board members, when taking up office, are to attend the Company's induction program, where they are fully briefed on the terms of their appointment,

duties and responsibilities. New members will also be briefed on the operations of the Group to increase their understanding of the business and the environment and markets in which the Group operates;

3. Formal training and continuous education programs and workshops for the directors encompassing topics on directorship, business, industry, regulatory and legislative; and
4. Informal sessions and discussion forums for the directors to share experiences and have constructive deliberations.

ACCOUNTABILITY AND AUDIT

Financial Reporting

1. The Board aims to present a clear and balanced assessment of the Group's and the Company's financial position and future prospects that extends to the annual and quarterly reports;
2. The Board ensures that the annual and interim financial statements are prepared so as to give a true and fair view of the current financial status of the Group and the Company in accordance with the approved accounting standards;
3. It is the practice of the Group to announce to Bursa Securities its quarterly financial results as early as possible within 3 months after the end of each quarterly financial period;
4. It is the requirements for the Group to announce and submit to Bursa Securities its annual reports together with the audited financial statements early as possible within 4 months after the financial year end closing or the timeline required by the Bursa Securities; and
5. The auditors' report shall contain a statement from the auditors explaining their responsibility in forming an independent opinion, based on their audit, of the financial statements.

Company Auditors

1. The Board has established formal and transparent arrangements for considering how financial reporting and internal control principles will be applied and for maintaining an appropriate relationship with the Company auditors through the ARC.
2. The ARC also keeps under review the scope and results of the audit and its cost effectiveness as well as the independence and objectivity of the Company auditors. The ARC ensures that the Company auditors do not supply a substantial volume of non-audit services to the Group

and the Company and any practice that departs from this has to be disclosed in the ARC Report and the sum payable for non-audit services to be disclosed in the annual reports.

3. Appointment of the Company auditors is subject to approval of shareholders at AGM. The Company auditors have to retire during the AGM every year and be re-appointed by shareholders for the ensuing year.

BOARD POLICIES

A. CODE OF ETHICS AND CONDUCT

The Board commits itself and its Directors to ethical, business-like, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

1. Directors must represent unconflicted loyalty to the interests of the Company and Group. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staff. It also supersedes the personal interest of any Board member acting as a consumer of the Group's services;
2. Directors may not attempt to exercise individual authority over the Company and Group except as explicitly set forth in the Constitution and any group policy and procedure manual in existence.
3. Directors will respect the confidentiality appropriate to issues of a sensitive nature;
4. Directors must avoid conflict of interest with respect to their fiduciary responsibility;
5. Directors should have a clear understanding of the aims and purpose, capabilities and capacity of the Company;
6. Directors should devote time and effort to attend meetings and to know what is required of the board and each of its directors, and to discharge those functions;
7. Directors should ensure at all times that the Company is properly managed and effectively controlled;
8. Directors should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;
9. Directors should insist on being informed on all matters of importance to the Company in order to be effective in corporate management;
10. Directors should limit his directorship of companies to a number in which he can best devote his time and effectiveness; each director is his own judge of his abilities and how best to manage his time effectively in the Company in which he holds directorship.
11. Directors shall notify the Board Chairman before accepting new directorship and such notification shall include indication of time to be spent on the new appointment;
12. Directors should have access to the advice and services of the Secretary, who is responsible to the board to ensure proper procedures, rules and regulations are complied with;

13. Directors should have access to consultancy of independent adviser and to seek independent professional advice at the expense of the Company. The director who intends to seek such consultation or advice shall notify the Secretary of such request. The Secretary shall forward the request to the Board Chairman for approval. Upon obtaining the Board Chairman's approval, the director shall engage the services of the adviser. All advices and opinions from the advisers shall be reported to the Board of Directors;
14. Directors should at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Company;
15. Directors should disclose immediately all contractual interests whether directly or indirectly with the Company;
16. Directors should neither divert to his own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others;
17. Directors should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties;
18. Directors should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake;
19. On relationship with Shareholders, Employees, Creditors and Customers:
 - a. Directors should be conscious of the interest of the shareholders, employees, creditors and customers of the company;
 - b. Directors should at all times promote professionalism and improve the competency of management and employees; and
 - c. Directors should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.
20. On Social Responsibilities and the Environment,
 - a. Directors should adopt an objective and positive attitude and give the utmost cooperation for the common good with the understanding that we are each dependent upon another and thus responsible for each other and future generations;
 - b. Directors should conduct business as if people and place mattered; that through their products, practices and profits, business should aspire to do no harm and benefit all, in the interest and well-being of society at large; and
 - c. Directors should strive to build the best company for the world, aligning its social and environmental agenda to fight for fairer and more beautiful world.
21. Directors should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with government authorities or regulatory bodies;

22. Directors should ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
23. Directors should ensure that the activities and the operations of the Company do not harm the interest and well-being of society at large and assist in the fight against inflation; and
24. Directors should ensure that necessary steps are taken in accordance with the law to properly wind-up or strike off the company register if the Company has not commenced business or has ceased to carry on business and is not likely to commence business in the future or resume business, as the case may be.

B. Disclosure and Conflict of Interest

The Constitution of the Company stipulates that every Director shall comply with the provisions of the Companies Act 2016("Act") in connection with the disclosure of the following:

1. interest in shares, debentures, participatory interests, rights, options; and
2. interest in any contract or proposed contract with the Company.

The guidelines for the Board and its Directors on conflict of interest are, among others, the following:

1. Directors must act in good faith at all times, where believing to be in the best interest of the Company. The definition of "interest" shall bear the meaning provided in Section 8 of the Act;
2. Directors have a general duty to make disclosure by giving written notice within a stipulated period of the Company of such events and matters relating to himself as may be necessary or expedient to enable the Company or its officers to comply with the Act (or similar legislation) and other relevant legislative requirements; and
3. No Director may vote in respect of any other contract or proposed contract or arrangement in which he is interested, directly or indirectly, nor any contract or proposed contract or arrangement with any other company in which he is interested, directly or indirectly, either as an officer of that other company or as a holder of shares or other securities in that other company.

C. Corporate Disclosure Policies and Procedures

The Board has formalised the Corporate Disclosure Policy which would apply to the Company and the Group.

The disclosures made by the Company and the Group to Bursa Securities, shareholders, investors and media are handled by the Corporate Disclosure Policy, within the prescribed disclosure requirements under the provision of the Act, the Listing Requirements and guided by the Corporate Disclosure Guide issued by Bursa Securities.

Such disclosures would only be released to Bursa Securities, shareholders, investors and media after having reviewed and approved by the Managing Director and/or CEO

or the Board, as the case maybe or any other persons as authorised by the Managing Director and/or CEO.

D. Boardroom diversity Policy

The Board has delegated the power to the NRC through its Terms of Reference to recommend to the Board the appropriate balance (including gender diversity) and size of non-executive participation. The Board and the NRC recognises the value of having women members of the Board and commit to 30% women participation at the Board.

The NRC abides by Paragraph 2.20A of the Listing Requirements when it assesses candidates for appointment as Directors to ensure such candidates have the character, experience, integrity, competence and time to effectively discharge their role as a Director.

E. Sustainability Policy

The Board has formalised the Company's strategies on promoting sustainability in the conduct of the Group's businesses. The Company's strategies on sustainability, which is disclosed in the annual report, is made available for reference in the Company's website at www.swiftlogistics.com.my.

Sustainability efforts and initiatives are embedded in the day-to-day operational activities and are organised via special programs for specific sustainability causes. By achieving a satisfactory balance on bottom-line growth, welfare safeguard of people and community within a harmonious state of the environment, such efforts are intended to benefit the shareholders, investors, operating environment, society, employees, customers, business partners, contractors, suppliers and other stakeholders.

F. INVESTOR RELATIONS AND SHAREHOLDER

COMMUNICATION *Dialogue with Shareholders and Investors*

The Board recognizes the importance for shareholders to be informed and updated of all material business matters affecting the Group and the Company and as such adopts an open and transparent policy in respect of its relationship with its shareholders and investors.

In this respect, the Company, through its Corporate Planning Department led by the Managing Director and/or CEO, engages with research analysts, fund managers, shareholders and media to convey the Company's and Group's strategies, performance, services and major developments. The forms of engagements shall include briefing sessions, site visits, participation in non-deal investment road shows, one-on-one meetings and press conferences with the media.

Other channels of communication employed by the Group includes making timely and informative disclosures in the interim and full year financial results announcements, annual report and other announcements to Bursa Securities on relevant transaction undertaken by the Group. The Board believes that timely releases of financial information and updates on other developments are important to enable shareholders and the general public to receive information on the performance and prospects of the Group on a regular basis. Shareholders, investors and member of public are able to

access such announcements on Bursa Securities websites at www.bursamalaysia.com.

Shareholders, investors and members of the public may also forward their queries to the Company by contacting Corporate@swiftlogistics.com.my

AGM and Extraordinary General Meeting ("EGM")

The AGM is the principal forum for dialogue with shareholders as it provides shareholders with an opportunity to seek clarification on the Group's business strategy, performance and major developments. The shareholders may also seek clarification on the Group's corporate proposal at the AGM and/or EGM concerned.

For the benefit of the shareholders who are present at the AGM and/or EGM, the Directors will present progress and financial performance of the Group, or proposals for which the approvals of shareholders are being sought and response to issues identified by the shareholders.

ACCESS TO INFORMATION AND INDEPENDENT ADVICE

All directors have access to the advice and services of Company Secretaries and KSM.

The directors, whether as a full Board or in their individual capacity, have access to all information within the Group and may seek independent professional advice, where necessary, in the furtherance of their duties and they may do so at the Group's cost through an agreed procedure determined by the Board.

REVIEW OF BOARD CHARTER

The Board Charter will be reviewed periodically and updated in accordance with the needs of the Company and any new regulation that may have an impact on the discharge of the Board's responsibilities.

The Board Charter is made available for reference in the Company's website at www.swiftlogistics.com.my

Document

Document ID	
Initial Issue Date	18 th June 2021

Version Control

Issue Date	Summary of Changes	Review Date
June 2021	Initial Document	