



SENHENG NEW RETAIL BERHAD  
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# BOARD CHARTER

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## Document Revision History

Version Num.	Effective Date	Section Reference	Summary of Changes
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3	26/05/2023	All	Enhancement from Tricor Axcelasia
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## 1.0 Introduction

The Board Charter sets out the Board of Directors ("Board") strategic intent, outlines the roles and responsibilities that the Board of Senheng New Retail Berhad ("Senheng") and its group of companies (collectively referred to as the "Group" hereinafter) specifically reserves for itself, and those which it delegates to Management and in so doing, also sets the tone of the various Board Committees.

The Board Charter is subject to the provisions of the Companies Act 2016 ("Companies Act"), Constitution of the Company, Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa"), Malaysian Code on Corporate Governance 2021 ("MCCG") and any other applicable laws or regulatory requirements.

In the event of a conflict between the Constitution of the Company and the Board Charter, the provisions of the former shall have precedence subject to compliance with the legislation and regulatory requirements.

## 2.0 Purpose of Board Charter

The Board of Senheng recognises the importance of adopting high standards of corporate governance throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders' value and financial performance of the Group.

The Board established the Board Committees with their respective Terms of Reference and delegated some of the responsibilities to the Board Committees in discharging their functions and responsibilities.

The Board shoulders the ultimate responsibility of determining the direction of the Group, thereby ensuring the long-term success of the Group and the delivery of sustainable value to its shareholders.

## 3.0 Defining Governance Roles

### 3.1 The Role of The Board

The Board is ultimately responsible for establishing all strategies and policies relating to the running of the Group.

The Board's role is to govern the Group rather than to manage it. In governing the Group, the Directors must act in the best interests of the Group as a whole. It is the role of Senior Management to manage the Group in accordance with the direction and delegations of the Board and the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

The Board reserves a formal schedule of matters for its decision to ensure that the

direction and control of the Group is firmly in its hands. Details of these are set out in Appendix A. *(MCCG Practice 2.1)*

The Board shall establish an Internal Audit function, which is independent of the activities it audits, and identify a Head of Internal Audit who reports directly to the Audit and Risk Management Committee ("ARMC"). *(MMLR Paragraph 15.27)*

The Board also seeks to ensure that the Group complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body.

The incorporation of sustainability elements into governance processes, specifically, the Board charter, aims to fortify sustainability governance across the Group. This is supported by the cross-functional divisions through the concerted coordination led by Corporate Compliance Management Division for championing the relevant sustainability strategy put in place.

The Board is committed to strategies relating to Health, Safety and Environment ("HSE"), as well as compliance with the relevant laws, rules, and regulations. The Board also places an emphasis on the formulation of strategies to promote sustainable development with respect to the sustainability pillars of economic, environmental, and social development.

The principal responsibilities of the Board are *(MCCG Practice1.1)*:

- to review and adopt strategic plans that supports long-term value creation and includes strategies on economic, environmental, and social considerations underpinning sustainability addressing the sustainability of the Group's business;
- to oversee the conduct of the Group's businesses and evaluate whether or not the businesses are being properly managed;
- to identify and understand principal business risks faced by the Group and ensure the implementation of appropriate systems to manage these risks;
- to ensure Senior Management has the necessary skills and experience and to consider and implement succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing members of the Board and Senior Management;
- to review the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives, and guidelines;
- to ensure the Group has in place procedures to enable effective communication with stakeholders;
- to ensure all Directors are able to understand financial statements and form a view on the information presented;
- to ensure the integrity of the Group's financial and non-financial reporting;
- to promote good corporate governance culture together with Key Senior Management within the Group for reinforcing ethical, prudent and professional behaviour; and

- to review, challenge and decide on Management's critical proposals for the Group, and oversee its implementation by Management.

The Board may delegate any of its powers to a Board Committee, a Director, an employee, or another individual in the course of carrying out its duties and functions, subject to the ultimate accountability of the Directors under the Malaysian Companies Act, 2016, and any applicable rules and regulation in Malaysia.

### 3.2 The Role of Individual Director

Director is required to be aware of the legal parameters that define his duties, broadly these includes:

- Duty to act in good faith and must act honestly in line with the Group's interests;
- Duty to exercise power for a proper purpose;
- Duty to exercise discretion properly and cannot fetter these powers by abdicating an independent exercise of such discretion and merely doing what is wanted by another person; and
- Duty to avoid conflict of interest and self-dealing through improper use of Group's property, information, position, corporate opportunity or competing with the Group by a Director or an officer of the Group unless consent or ratification is obtained in a general meeting.

Director should exercise reasonable care, skill, and diligence according to the knowledge, skill and experience which may be reasonably be expected of him having the same responsibilities; and based on the facts, any additional knowledge, skill, and experience which he has and may be guided as follows (*Bursa CG Guide 1.1*):

- Ensuring that the Group has established an effective governance system and process, including compliance with regulatory requirements;
- Refraining from rushing into decision-making. Provide adequate time for deliberations and evaluations of transactional and financial matters;
- Require sufficient notice and distribution of Board papers and explanatory appendices in advance of meetings;
- Convene supplemental meetings in response to requests for further information before the final decision;
- Make informed decisions based on the information provided and analysis and recommendations of the Group's independent professional advisers;
- Ensuring that there is no undue pressure from dominant personalities or nominees of significant shareholders;
- Base reliance on others where there is sound basis for doing so; and
- Periodically test internal control and risk assessment systems set up for integrity and soundness.

### 3.3 The Role of Executive and Non-Executive Director

Executive Directors are, as employees, involved in the day-to-day management of the Group. Non-Executive Directors are further classified as:

- those who have no direct or indirect pecuniary interest in the Group other than their Directors' fee, related emoluments and their "permitted" holdings of shares in the Group, i.e. Independent Non-Executive Directors (*MMLR Paragraph 1.01*); and
- those who are not employees of the Group or affiliated with it in any other way and are not involved in the day-to-day running of business but may have pecuniary interest in the Group, either as shareholders or otherwise and whether direct or indirect; or, i.e. Non-Executive Directors.
- those who are not employees of the Group but are standing as nominees for substantial shareholders.

Non-Executive Directors may act as a bridge between Management, shareholders, and other stakeholders. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied. Letters of appointment for Non-Executive Directors do not set out a fixed time commitment for Board duties as the Board believes that the time required by the Non-Executive Directors may fluctuate depending on the demands of the business and other events. However, it is expected that Non-Executive Directors shall allocate sufficient time for the Group to perform their duties effectively. (*Bursa CG Guide*)

### 3.4 The Role of Independent Non-Executive Director

Independent Directors are essential for protecting the interests of shareholders and can make significant contributions to the Group's decision-making by bringing in the quality of detached impartiality. (*MCCG Practice 5.1*)

The MMLR emphasize that even if a person does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01, both the Director and the Board must give effect to the spirit, intention, and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company. (*MMLR Paragraph 1.01 & its Practice Note*)

The attributes of collegial yet independent decision-making that must be vested in the Independent Director will be determined in part by the character of the individual and that of the whole ethos of the Board.



### 3.5 The Role of Executive Chairman *(MCCG Practice and Bursa CG Guide 1.2)*

The Executive Chairman carries out a leadership role in the conduct of the Board and its relations to shareholders and other stakeholders. He is responsible for instilling good corporate governance practices, leadership, and effectiveness of the Board as a whole.

There are two main aspects to the Executive Chairman's role. They are the Executive Chairman's role within the boardroom and the Executive Chairman's role outside the boardroom.

#### Inside the Boardroom

Inside the boardroom, the role of the Executive Chairman is to:

- Provide leadership to the Board so that the Board can perform its responsibilities effectively in its collective oversight of Management;
- Leading the Board in the adoption and implementation of good corporate governance practices in the Group;
- Establish the agenda for Board meetings in consultation with the Managing Director and Company Secretary ;and ensure that directors receive complete and accurate information in a timely manner;
- Ensure that all Directors are enabled and encouraged to participate and allowed to express dissenting views at Board meetings. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely and relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
- Ensure that Executive Directors look beyond their executive functions and accept their full share of the responsibilities of governance;
- Guide and mediate the Board's actions with respect to organisational priorities and governance concerns;
- Undertake the primary responsibility for organising the information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis;
- Chair Board meetings;
- Be clear on what the Board has to achieve, both in the long and short-term;
- Provide guidance to other Board members about what is expected of them;
- Ensure that Board meetings are effective in that:
  - the appropriate matters are considered during the meeting (for example, strategic and important issues);
  - matters are considered carefully and thoroughly;
  - all Directors are given the opportunity to effectively contribute; and
  - the Board comes to clear decisions and resolutions are noted;
- Ensure that the Board behaves in accordance with its Charter;
- Manage the interface between the Board and Management; and
- Perform other responsibilities as assigned by the Board, from time to time.

## Outside the Boardroom

Outside the Boardroom, the role of the Executive Chairman is to:

- In conjunction with the Managing Director, undertake appropriate investor relations activities to provide effective communication with stakeholders and to communicate their views to the Board;
- Be the spokesperson for the Group at the Annual General Meeting ("AGM") and in the reporting of performance and profit figures;
- Be the major point of contact between the Board, and the Managing Director and Management;
- Be kept fully informed of current events by the Managing Director on all matters which may be of interest to Directors; and
- Regularly review with the Managing Director, and such other appropriate senior officers, progress on important initiatives and significant issues facing the Group;

### 3.6 The Role of Managing Director *(MCCG Practice 1.3)*

The Managing Director is responsible for implementing the programme to achieve the Group's goals and vision for the future, in accordance with the strategies, policies, programs and performance requirements approved by the Board. The position reports indirectly to the Board.

The Managing Director's primary objective is to seek to achieve the ongoing success of the Group through being responsible for all aspects of the management and development of the Group. The Managing Director is of critical importance to the Group in guiding the Group to develop new and imaginative ways of winning and conducting business and must possess industry knowledge and credibility to fulfill the requirements of the role.

The Managing Director will manage a team of executives responsible for all functions contributing to the success of the Group.

The Managing Director specific responsibilities will include:

- Developing the strategic direction of the Group and providing directions in the implementation of short and long-terms strategies and plans.
- Overseeing the business and day-to-day operations to ensure smooth and effective running of the Group.
- Selecting and appointing key staff as well as responsible for ensuring high competency, productivity and performance through performance management and professional development.
- Communicating the Group's mission, vision, values, and personality to the employees.
- At each of its scheduled meetings, the Board should expect to receive from or through the Managing Director:
  - summary reports on the performance and activities of the Group and specific proposals for capital expenditure, acquisitions, and

- disposals; and
  - such assurances as the Board considers necessary to confirm that the Management's limits are being observed.
- The Managing Director is expected to act within all specific authorities delegated to him by Executive Chairman or the Board.
- Executive management of the Group's business, covering, inter-alia, the development of a sustainable strategic plan, an annual operating plan and budget, performance benchmarks to gauge Management's performance, and an analysis of Management reports.
- Developing long-term strategic and short-term profit plans, designed to ensure that the Group's requirements for growth, profitability and return on capital are achieved.
- Directing and controlling all aspects of the business operations in a cost-effective manner.
- Effectively overseeing the human resource of the organisation with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for Senior Management personnel and issues pertaining to discipline of all employees.
- Effectively representing the interest of the Group with major customers, Governments and their agencies, and industries at large, to ensure general goodwill towards the Group and cooperation in planned development.
- Providing assistance to members of the Audit and Risk Management, Nomination and Remuneration Committees, as required, in discharging their duties.
- Assisting the Executive Chairman in organising information necessary for the Board to deal with the agenda and for providing such information to Directors on a timely basis.
- Ensuring the success of the Group's governance and management functions.
- Undertaking the role of key company spokesperson.
- Ensuring appropriate risk management practices and policies are in place.
- Developing and motivating direct reports and their respective teams.
- Assessment of business opportunities of potential benefit to the Group.
- Responsibility for proposals for major capital expenditure to ensure their alignment with corporation strategy and justification on economic grounds.

### 3.7 Board Committees *(MCCG Practice 2.1)*

As managing and controlling companies have become more complex and demanding, Boards are resorting to committees to assist them in the discharge of their duties and responsibilities.

The Chairman of the respective Board Committees shall report to the Board on the outcome of the Board Committee meetings and update the Board on significant issues and concerns discussed and where appropriate, make the necessary recommendations to the Board.

However, the existence of Board Committees does not diminish the Board's

responsibility for the affairs of the Group. Board can delegate powers to committees, but such delegation should be subject to the following:

- Delegated authority in accordance with the Company's Constitution;
- Clearly established terms of reference, defining their responsibilities and authority, which are approved by the Board;
- The Board must supervise its delegation; and
- The Board must not merely adopt or rely on the committees' recommendations without proper assessment and testing or challenging the same.

The Board is collectively responsible for any decision taken by any Board Committee. A Board Committee may only perform the tasks delegated to it by the Board and should not exceed the authority conferred on it by the Board. Decisions which by law should be made by the Board shall not be delegated to a Board Committee.

Each committee's role should be spelt out in written terms of reference approved by the Board. Each year, the Board, through the Nomination Committee ("NC"), reviews the Board Committee's effectiveness. The Chairman of each Board Committee should assess the performance of individual member on an annual basis. These assessments can be used to facilitate the NC's evaluation of Board Committees' performance.

The Board has established the following Board Committees of which the roles of the respective Board Committees are as summarised below:

#### Audit and Risk Management Committee ("ARMC")

*(MCCG Step Up 10.3, MMLR Paragraph 15.12 and Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers)*

The ARMC is formed to play a crucial role in corporate governance process, a process that is one of the cornerstones of shareholders' protection. The Board may delegate, but not abdicate its responsibilities to the ARMC. The ARMC is also responsible for overseeing risk management framework and policies of the Group.

The terms of reference of the ARMC is attached as Appendix B of this Charter.

#### Nomination Committee ("NC")

*(MCCG Practices 5.5 to 5.7 and MMLR Paragraph 15.08A)*

The NC oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience, assessment of independent Directors', reviews succession plans and boardroom diversity; oversees training courses for directors and other requisite qualities of Directors, as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director.

The terms of reference of the NC is attached as Appendix C of this Charter.

### Remuneration Committee ("RC")

*(MCCG Practice 7.2)*

The RC is responsible for reviewing and recommending the remuneration framework for Directors as well as the remuneration packages of Managing Director, Executive Director, Non-Executive Director, and Senior Management to the Board, drawing from outside advice if necessary.

The terms of reference of the RC is attached as Appendix D of this Charter.

## 3.8 Company Secretary *(MCCG Practice 1.5)*

The appointment and removal of the Company Secretary is a matter for the Board as a whole. The Board recognizes the fact that the Company Secretary should be suitably qualified and capable of carrying out the duties required of the post.

The key role of the Company Secretary is to provide unhindered advice and services for the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.

The primary responsibilities of the Company Secretary include:

- ensuring that Board procedures and applicable rules are observed;
- advising the Board on its roles and responsibilities;
- facilitating the orientation of new Directors and assisting in Directors' training and development;
- maintaining records of the Board and ensuring effective management of Senheng's records;
- managing all Board and Board Committees' meeting logistics, attending, and preparing comprehensive minutes to document Board and Committee proceedings and ensuring conclusions are accurately recorded;
- advising the Board on corporate disclosures and compliance with company and securities regulations and listing requirements;
- managing processes pertaining to the annual shareholder meeting;
- monitoring corporate governance developments and assisting the Board in applying governance practices to meet the Board's needs;
- and stakeholders' expectations;
- serving as a focal point for stakeholders' communication and engagement on corporate governance issues; and
- carrying out other functions as deemed appropriate by the Board from time to time.

## 4.0 Composition and Board Balance

### 4.1 Size and Composition

The size of the Board shall be in accordance with the Constitution of the Company. The Board currently consists of seven members; comprising one Executive

Chairman, two Non-Independent Non-Executive Director, and four Independent Non-Executive Directors.

The Board shall, with the assistance of the NC, examine and ensure that its size and composition is optimum and well balanced from time to time, with a view towards determining the impact of the number on the Board's effectiveness will ensure that its size and composition is optimum and well balanced, which is consistent with the size of the Group and its operation. *(MMLR Paragraph 15.02)*

At least two (2) Directors or 1/3 of the Board, or two (2) members, whichever is higher, shall consist of Independent Non-Executive Directors and at least one (1) Director on the Board is a woman. If the number of directors is not 3 or a multiple of 3, then the number nearest 1/3 must be used. The Company's Constitution allows a minimum of two (2) and maximum of fifteen (15) Directors. *(Clause 113 of the Company's Constitution)*

In the event of any vacancy in the Board, resulting in non-compliance with paragraph above, Senheng must fill the vacancy within three (3) months from the occurrence of the event.

The Board opined that its members should have a wide range of experience, skill, knowledge that adds value to the Group. The qualifications for Board membership are the ability to make informed business decisions and recommendations; possesses an entrepreneurial talent for contributing to the creation of shareholder value; relevant experience, the ability to appreciate the wider picture of the Group's business; ability to ask probing operational related questions; high ethical standards; sound practical sense; and total commitment to furthering the interests of shareholders and achievement of the Group's goals. In addressing this, the Board shall consider recommendations by the NC pertaining to nominees for directorship in the Company. *(MCCG Practices 5.5 to 5.7)*

The Executive Directors in particular are responsible for implementing the policies and decisions of the Board, overseeing the operations as well as co-coordinating the development and implementation of business and corporate strategies.

The Independent Non-Executive Director shall be person of caliber, credibility and have the necessary skill and experience to bring independent judgment to the decision-making of the Board and provide a capable check and balance for the Executive Directors as well as contribute significantly in areas such as policy and strategy, performance monitoring, allocation of resources as well as improving governance and controls.

The positions of Executive Chairman and Managing Director are held by different individuals and there is a clear division of responsibilities of these individuals to ensure a balance of authority and power. *(MCCG Practice 1.3)*

## 4.2 Appointment and Re-Election

The Board will consider and decide on the appointment of a new Director upon appropriate recommendation from the NC.

For the assessment and selection of Directors, the NC shall, guided by the Terms of Reference of the NC and the Guidelines on Fit and Proper Person consider objective criteria, merit with due regard of prospective Directors' character, experience, competence, integrity, and time availability, as well as the following factors: *(MCCG Practices 5.5 to 5.7 and MMLR Paragraph 15.08A)*

- industry skills, knowledge expertise, age, cultural background; gender
- professionalism;
- diversity;
- contribution and performance; and
- in the case of candidates for the position of Independent Non-Executive Directors, the Board shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.

In identifying candidates for the appointment of Directors, the Board does not rely solely on recommendations from existing Directors, Management or major shareholders. The Board utilises independent sources to identify suitably qualified candidates.

The Board should use a variety of approaches and sources to ensure that it is able to identify the most suitable candidates for a Board position. This may include sourcing from a Directors' registry and open advertisements or the use of independent search firms.

Directorship of the Board shall be disclosed in Senheng's annual report, including whether a Director is independent or not independent.

Newly appointed Director unless they have already attended the same, must attend Mandatory Accreditation Programme as prescribed by Bursa. In addition, Directors are required to attend relevant training courses or seminars at periodic intervals to keep them abreast with development pertaining to the oversight function of Directors as well as updates on technical matters.

The Board, with assistance from the NC, shall identify the training needs and suitable training programmes for Directors.

Pursuant to the Company's Constitution, one third (1/3) of the Board members are required to retire at every AGM and be subjected to re-election by shareholders. Newly appointed Directors shall hold office until the next AGM and shall be subjected to re-election by the shareholders. *(MMLR, MCCG 2021 & Company's Constitution)*

All Directors shall retire once every three (3) years but shall be eligible for re-election.

The NC should ensure that the composition of the Board is refreshed periodically. The tenure of each Director should be reviewed by the NC and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board.

### 4.3 Independent Director

An Independent Director is a person who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interests of the Group.

The existence of Independent Directors on the Board itself does not ensure the exercise of independent and objective judgment as independent judgment can be compromised by, amongst others, familiarity, or close relationships with other Board members. *(MCCG Practice 6.1)*

Therefore, the Board with assistance from NC undertakes to carry out annual assessment of the independence of its Independent Directors and focus beyond the Independent Director's background, economic and family relationships and consider whether the Independent Director can continue to bring independent and objective judgment to Board deliberations.

The MMLR of Bursa emphasise that even if a person does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01 of the MMLR of Bursa, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Director. There must be a conscious application of the test of whether the said Director is able to exercise independent judgment and act in the best interests of the Group, for example, test of independence of mind and independence in appearance. *(Bursa CG Guide-3rd edition)*

NC will carry out the test of independence of mind on the Director to determine if the state of mind of the Director permits him/her to exercise independent judgment without being affected by influences that compromise objectivity; whereas the test of independence in appearance relates to the test that the Director is free from any personal, family, or economic interests which would lead a third party to cast doubts on an independent director's objectivity.

The attributes of collegial yet independent decision-making that must be vested in the Independent Director will be determined in part by the character of the individual and that of the whole ethos of the Board.

The tenure of an Independent Director should not exceed a cumulative term limit of nine (9) years. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director and assessment of the NC. *(Bursa CG Guide – 4th edition)*

Upon completion of 9 years, an Independent Director may continue to serve the Board subject to the Director's re-designation as a Non-Independent Director and



assessment of the NC.

The Board must justify and seek annual shareholders' approval through a two-tier voting process if they intend to retain an Independent Director beyond nine (9) years through a two-tier voting process. *(MCCG Practice 5.3)*

An Independent Non-Executive Director must not serve in the Company and/or in any one or more of the Company's related corporations for a cumulative period of more than twelve (12) years from the date of his/her first appointment as an Independent Director.

#### 4.4 The Board's Relationship with Shareholders and Stakeholders *(MCCG Practices 12.1)*

The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders, stakeholders, and the general public.

It is the role of the Board to ensure that the AGM and Extraordinary General Meeting ("EGM") of Senheng are conducted in an efficient manner and serve as crucial mechanisms in shareholder communications. Key ingredients behind this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM and EGM. The Board shall focus its efforts on the following practices to enhance the effectiveness of General Meeting:

- ensure that shareholders are given sufficient notice and time to consider the resolution(s) that will be discussed and decided at the General Meeting. The Board shall also ensure that each item of special business included in the notice is accompanied by a full explanation of the effects of the proposed resolution;
- for re-election and re-appointment of Directors, ensure that the notice of meeting states which Directors are standing for re-appointment or re-election, with a brief description including matters such as age, relevant experience, list of directorships, date of appointments to the Board, details of participation in Board Committees and whether a particular Director is independent;
- ensure that the Executive Chairman provides reasonable time for discussion at the meeting. Where appropriate, the Executive Chairman will also undertake to provide the enquirer with a written answer to any significant question which cannot be answered immediately;
- ensure that any resolution set out in the notice of the General Meeting is voted by poll and to announce the detailed results of the votes cast for and against each resolution. The Chairman shall also ensure that there is a channel of communication through the Company Secretary on feedback and queries from shareholders; (MMLR Paragraph 8.29)
- ensure that all Directors attend General Meetings to provide opportunity for shareholders to effectively engage each Director as well as provide

- meaningful response to questions addressed to them; (*MCCG Practice13.2*)
- ensure the Chairman of the Board is the Chairman for all General Meetings; and
- ensure that Senheng publishes these measures listed above, on its corporate website on a dedicated Corporate Governance section.

## 5.0 Board Process

### 5.1 Board Meetings

The Board shall conduct at least four (4) scheduled meetings a year, with additional meetings convened on an ad-hoc basis as and when the Board's approval and guidance is required.

The Company Secretary shall in advance prepare and distribute to all Directors a timetable for the meetings for the financial year. The Company Secretary shall work together with the Chairman and the Board in developing the annual meeting timetable.

A Director may at any time and the Company Secretary shall on the requisition of a Director summon a meeting of the Directors by giving them not less than seven (7) days' notice thereof unless such requirement is waived by them. (*Clause 135 of the Company's Constitution*)

The quorum necessary for the transaction of the business of the Directors shall be two (2). (*Rule Clause 143 of the Company's Constitution*)

The Chairman of the Board shall preside at all meetings. If the Chairman is unavailable or if he is not present within fifteen (15) minutes after the time set for the holding of the meeting, the Directors present shall elect one (1) of their number to be Chairman of the meeting. (*Clause 134 of the Company's Constitution*)

Board members are required to attend the Board meetings. However, other Senior Management may be invited to attend meetings on particular items within their responsibility. The Board may also invite external parties such as the auditors, solicitors, and consultants as and when the need arises.

Resolutions of any meeting of the Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote. (*Clause 151 of the Company's Constitution*)

Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by all Directors present. In the event issues requiring the Board's decision arise between meetings, such issues shall be resolved through circular resolution subsequent to discussions being held amongst the Board members, either via teleconference, videoconference, email, etc. in order for the Board as a whole to be apprised on such matters and obtain their viewpoints before arriving at a decision.

Such circular resolution in writing shall be valid and effective if it is signed or approved by letter, telex, telegram, cable, facsimile or other electrical or digital written message by the majority of the Directors, and such discussions, including any concerns raised and the rationale for the decisions so made in the resolution shall be tabled at the immediate Board meeting for formal record keeping. *(Clause 151 of the Company's Constitution)*

Directors shall be deemed to be present in person at a meeting if he/she participates the meeting using any technology which may include telephone, audio or audio visual or such other electronic means that permits instantaneous communication and all members participating in the meeting are able to hear, see and communicate simultaneously with each of the other Board members and/or see each other. The Directors participating in any such meeting shall be counted in the quorum for such meeting. All resolutions agreed upon by the Directors in such a meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. All information and documents must be made equally available to all participants prior to, at, or during the meeting. *(Clause 139 of the Company's Constitution)*

A virtual meeting shall be deemed to constitute a Board Meeting and all the provisions of the Constitution as to Board Meetings shall apply to any virtual meeting provided the following conditions are met:

- a. All the Directors for the time being entitled to receive notice of the Board Meeting (including any Alternate Director) shall be entitled to receive notice of a virtual meeting. Notice of any such meeting shall be given by an appropriate form of technology (or in such other manner) as permitted by the Constitution of the Company; and
- b. A Director may not leave a virtual meeting by disconnecting from the technology used unless he/she has previously expressly notified the chairperson of the meeting of his/her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his/her leaving the meeting.

A Director shall not participate in any discussion and shall abstain from voting on contracts or proposed contracts or arrangements in which he has direct/indirect interests. A Director shall also not vote on contracts or proposed contracts or arrangements with any other company in which he is interested either in his capacity as an officer of the Group or as a shareholder of the Group. *(Clause 8 of the Company's Constitution)*

A Director notwithstanding his interest may, provided that none of the other Directors present disagree, be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold office or place of profit under the Group or whereat the Directors resolve to exercise any of the rights of the Group (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under

any other company whereat the terms of such appointment as hereinafter mentioned are considered or where any decision is taken upon any contract or arrangement which he is in any way interested provided always that he has complied with Section 221 and all other relevant provisions of the CA and its Constitution. *(Clause 127 of the Company's Constitution)*

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director. *(Clause 127 of the Company's Constitution)*

## 5.2 Agenda

Notice of a Directors' meeting shall be given in writing at least seven (7) days, or at shorter notice where it is unavoidable, prior to the meeting. The Chairman, in conjunction with the Managing Director and the Company Secretary, shall undertake the primary responsibility for preparing the Board's agenda. The agenda shall include, amongst other things, matters specifically reserved for the Board's decision. The Board shall record its deliberation, in terms of the issues discussed, and the conclusions thereof, in discharging its duties and responsibilities.

The agenda shall address high-priority strategic and operational issues, where necessary, and ensure that there is enough time for discussion. Agenda issues shall be aligned with the overall Group's context, including its starting situation, aspiration, and priorities.

## 5.3 Meeting Papers

To allow sufficient time for Directors to consider the relevant information, Board papers and agenda items are to be circulated at least seven (7) days, or a shorter period where unavoidable, prior to the meeting. Where there is a need to table a report, a brief statement of findings and/or recommendations is prepared.

Minutes are prepared following a Board meeting and are circulated in draft form for the Board to ensure that the minutes accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter. The draft minutes will be re-circulated with the Board papers in readiness for signing at the following meeting. The practice is for minutes to record processes and decisions rather than a historical narrative of the discussion or concluding remarks of final decisions made. If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request. *(MCCG Practice1.6)*

## 5.4 Access to Information *(MCCG Practice 1.6 and MMLR Paragraph 15.04)*

A record of submissions, papers and material presented to the Board is maintained and kept by the Company Secretary, together with minutes of meetings, and is accessible to Directors during office hours.

All Directors (Executive and Non-Executive) have the same right of access to information relevant to the furtherance of their duties and responsibilities as Directors of Senheng, subject to a formal written request to the Board Chairman furnishing satisfactory and explicit justification for such a request.

The procedures for obtaining access to information are set out under Appendix E.

## 5.5 Appointment, Vacation of Office, and Removal of Directors *(Constitution of the Company and MMLR)*

Upon the appointment of a Director, the said Director shall provide Bursa with an undertaking prescribed by Bursa immediately and in any event not later than fourteen (14) days.

Any Director of Senheng shall not be considered fit for directorship if the Director: *(MMLR Paragraph 15.05)*

- 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 Company;
- 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 the Director acted fraudulently or dishonestly; or
- has been convicted by a court of law of an offence under the securities laws of Malaysia or the CA,
- within a period of five (5) years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.

The office of Director shall, ipso facto, be vacated if the Director: *(Section 208 of the CA)*

- resign his office by notice in writing to Senheng;
- has retired in accordance with the CA or the Constitution of the Company but is not re-elected;
- is removed from his office of Director by resolution of Senheng in General Meeting of which special notice has been given;
- becomes bankrupt or makes any arrangement or composition with his creditors generally during his term of office;
- becomes prohibited from being a Director by reason of any order made under the CA or contravenes Section 198 of the CA;

- becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his term of office;
- dies;
- ceases to be a Director by virtue of the CA; or
- is absent from more than 50% of the total Board meetings held during a financial year unless approval is sought or obtained from Bursa. *(MMLR Paragraph 15.05)*

Where a Director is removed from office, Senheng must forward to Bursa a copy of any written representations made by the Director at the same time as copies of such representations are sent to shareholders/Management of Senheng under Section 207(3)(b) of the CA. *(MMLR Paragraph 15.05[5])*

## 5.6 Induction Process & Directors' Training Programme

*(MMLR Paragraph 15.08)*

The objective of the induction process and training programme is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast of development in the marketplace pertaining to the oversight function of Directors. This will enable the Directors to discharge their duties and responsibilities effectively.

Induction of Directors may include the following:

- time with other Directors to enable further insights and knowledge of the Group, in particular the Chairman and the Company Secretary;
- furnishing of a copy of the previous Board minutes for at least the past six (6) months;
- visits to key sites;
- additional Board or Board Committee meetings as circumstances warrant during a given financial year. As in-depth knowledge of the particulars of the Group's business is vital for each Director, Management is encouraged to structure Board or Board Committee meetings to allow direct involvement and review of operational activities (for example, by holding Board meetings in field operations and including market/ business activities in the Board meetings); and
- a formal one (1) to two (2) day induction programme, including the elements above, and also presentations by key Management personnel.

All Board members of Senheng are encouraged to attend continuous education programmes in order to ensure they keep abreast with new developments in the business and economic environment, to enhance their skills, as well as ensuring that they possess the necessary knowledge to equip themselves to discharge their duties and responsibilities more effectively.

Directors are required to undergo the Mandatory Accreditation Programme as required by MMLR under the requirements of Bursa. In addition, Directors are required to attend relevant training courses/seminars at periodic intervals to keep them abreast with development pertaining to the oversight function of Directors as

well as updates on technical matters, for example financial reporting standards, tax budgets, etc. The NC in association with the Chairman shall decide on the continuous education training programme for Directors.

At the start of each financial year, NC should discuss assessing the training needs of each Director and decide on the type of training that may be required for effective and efficient discharge of Directors' duties and responsibilities. Should a Director wish to attend a specific training that he / she desires, the Director shall submit the training suggestion to NC for further assessment as whether the training is effective for the Director to discharge his duties and responsibilities.

The costs of the Mandatory Accreditation Programme and/or continuing education program shall be borne by Senheng.

## 5.7 Conflict of Interest and Related Party Transactions

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Group shall declare his interest in accordance with the provisions of the CA. The Director shall state the fact and the nature, the character and extent of any office or profession of any property that may duly, directly or indirectly be in conflict with his duties as a Director. The Director concerned shall not participate in deliberations and shall abstain himself from casting his votes on any matter arising thereof otherwise as provided for in the Constitution of the Company. *(Clause 127 of the Company's Constitution and Section 221 of CA)*

Should there be an actual, potential, or perceived conflict of interest between the Group or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Group.

An actual, potential, or perceived conflict of interest shall not necessarily disqualify an individual Director from the Board provided that full disclosure of the interest has been made in good faith and with due honesty.

Related party transactions include any financial transaction between a Director or officer and the Group and will be reported to each Board meeting.

## 5.8 Directors' External Commitments

Directors shall devote sufficient time to carrying out their responsibilities. Directors shall notify the Chairman before accepting any new directorships and the notification shall provide for an indication of time that will be spent on the new appointment.

A Director of Senheng or the Group shall not hold more than five (5) directorships in a listed company, or such lesser number as required under MMLR. *(MMLR Paragraph 15.06 [1])*

The Company Secretary should facilitate the Directors' annual independence and conflict of interests' declarations, which will allow the Directors to perform an annual self-declaration on independence (i.e. for Independent Non-Executive Directors) and conflict of interest (i.e. for all Directors). *(MCCG Practice 6.1)*

## 5.9 Representation of the Company

The Board values its dialogue with the investment community including both the institutional shareholders and private investors to enhance investors' understanding of the Group. The Group aims to continuously build and maintain transparent communication with the shareholders, potential investors, and the investing community. The Group is committed to upholding best practices in corporate governance and ensuring timely and equal dissemination of material information to the stakeholders.

The Board looks to Management to speak on behalf of Group and manage the communication of information to investors, other stakeholders and the public in an orderly and effective manner while adhering, at all times, to relevant laws and regulatory requirements. The Board authorises two (2) of its members to be determined by the Board from time to time to be the official spokespersons for the Group. *(Bursa CG Guide and MCCG Practice 12.1)*

The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy, and timeliness. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in MMLR. *(MCCG Practice12.1)*

Other than the AGM as the principal forum of dialogue with the shareholders, the Group also uses the following forum for communication between the Group and stakeholders :

- The Company's other general meetings (if any)
- Quarterly financial statement and annual reports
- Announcements on major developments to Bursa Securities
- Senheng's corporate website at senheng.com
- Quarterly briefing sessions between the Group's Management and analysts/investors

The Group shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations on the Group's website. This section shall provide information such as, amongst others, the Group's performance, corporate strategy, Annual Report, and other matters affecting shareholders' interests. *(MCCG Practice13.3)*

A formal Investor Relations Policy will be developed and implemented.



## 5.10 The Company's Constitution and Management's Limits

The Board operates pursuant to the powers and is subject to clauses and rules in the Constitution of the Company as adopted by shareholders in a General Meeting.

Management is expected to act within all specific authorities delegated to it by the Board.

Management is expected not to cause or permit any practice, activity or decision that is contrary to commonly accepted good business practices or professional ethics.

## 5.11 Directors' Code of Conduct *(MCCG Practice 3.1)*

The Board of Senheng shall ensure that the Group upholds high standards of ethics and corporate behaviour. A governing Board is in a position of trust. It holds in trust not only the Group's physical and intellectual assets but also the efforts of those who have gone before. It preserves and grows these things for the current and future generations. Its stewardship will protect the organisation from harm and steer it towards positive achievement.

In that light and in the performance of their duties, a Director of Senheng is first and foremost held accountable in demonstrating the following:

### Corporate Governance

- a clear understanding of the aims and purpose, capabilities, and capacity of the Group;
- 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;
- ensure at all times that the Group is properly managed and effectively controlled;
- stay abreast of the affairs of the Group and be kept informed of the Group's compliance with the relevant legislation and contractual requirements;
- insist on being kept informed on all matters of importance to the Group in order to be effective in corporate management;
- 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 Senheng in which he holds directorship;
- have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
- at all times exercise his powers for the purposes they were conferred, for the benefit and prosperity of the Group;
- disclose immediately all contractual interests whether directly or indirectly with the Group;

- not divert to his own advantage any business opportunity that the Group is pursuing, or misuses confidential information obtained by reason of his office for his own advantage or that of others;
- at all times act with utmost good faith towards the Group in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and
- be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Group is at stake.

#### Relationship with Shareholders, Employees, Creditors and Customers

- be conscious of the interest of shareholders, employees, creditors, and customers of the Group;
- at all times promote professionalism and improve the competency of Management and employees; and
- ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

#### Social Responsibilities and the Environment

- adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with Government authorities or regulatory bodies;
- ensure the effective use of natural resources, and improve quality of life by promoting corporate social responsibilities;
- be proactive to the needs of the community and to assist in society-related programmes; and
- ensure that the activities and the operations of the Group do not harm the interest and well-being of society at large.

The Directors' Code of Conduct will be reviewed and updated periodically.

## 6.0 Review of Board Performance

Every year, the Board, with the assistance of the NC, shall evaluate its own performance as well as that of each Director, the company, and Management. The Board will evaluate if any steps need to be taken to enhance performance after each assessment. Reference shall be made to the terms of reference of the NC and the Guidelines on Fit and Proper Person.

The effectiveness of the Board is periodically reviewed informally. Additionally, any Director may propose that the Board conduct a formal review earlier than the standard 12-month period.

## 7.0 Application

The principles set out in this Charter are:

- kept under review and updated as practices on Corporate Governance develop further guidelines on Corporate Governance are issued by the relevant regulatory authorities;
- applied in practice having regard to their spirit and general principles rather than the form itself; and
- summarised in the Annual Report as part of a narrative statement by the Directors on Corporate Governance.

The Board endeavour to comply at all times with the principles and practices set out in this Charter.

The Board will periodically review and update the Charter in accordance with the needs of the Group and any new regulations that may have an impact on the discharge of the Board's responsibilities. *(Bursa CG Guide and MCCG Practice 2.1)*

Any updates to the principles and practices set out in this Charter will be made available on the Senheng's website.

## Appendix A

### Matters Reserved for Collective Decision of the Board

The authorities of the Board are specified below and may vary from time to time as determined by the Board.

#### Conduct of the Board

- Appointment and recommendation for removal of Directors.
- Appointment and removal of Company Secretaries.
- Appointment of Board committees and members.
- Recommendation for appointment/reappointment of auditors.
- Approval of terms of reference of Board Committees and amendments to such terms.
- Authority to delegate approval of policies to relevant committees or executives.
- Appointment of Senior Executive positions, including that of the Managing Director, Executive Directors ("EDs") and Non-Executive Directors ("NEDs") of Senheng and their duties and the continuation (or not) of their service.

#### Remuneration

- Approval/Recommendation of remuneration packages for Managing Director, EDs, NEDs and Senior Management..
- Approval of remuneration packages including service contracts for Managing Director, EDs and NEDs.
- Approval of remuneration structure, policy and procedure for Managing Director, EDs, NEDs and Senior Management.
- Approval of any proposed employees' share option scheme and/or amendments to the scheme, subject to other approvals that may be required by law or regulations.

#### Operational

- Review and approval of strategic plan and annual budget (includes but not limited to business restructuring, incorporation of new company within the Group, acquisition of business / companies, investment of business / companies, divestment of business / companies, investment overseas, equity ventures, merger).
- Review and approval of business continuity plan.
- Approval of capital expenditure above the prescribed amount as may be determined from time to time.
- Approval of bad debt write-off in excess of the prescribed amount as may be determined from time to time.
- Approval of investment or divestment in a company/business/property undertaking;
- Approval of investment or divestment of a capital project which represents a significant diversification from the existing business activities.

- Approval of changes in the major activities of the Group.
- Approval of treasury policies and bank mandate.
- Approval of the Limits of Authority for the Group.

#### Financial

- Approval of interim and annual financial statements.
- Approval for the release of financial announcements.
- Approval on Dividend Policy and Treasury Policies (Financial and Borrowing)
- Approval of interim dividends, the recommendation of final dividends and the making of any other distribution.
- Adoption of accounting policies in line with Financial Reporting Standards.
- Appointment of external auditors and their related fees.
- Review the effectiveness of the Group's system of risk management and internal control. This function is delegated to the ARMC which will in turn report to the Board on its findings.

#### Other Matters

- Approval on announcement to Bursa on the Directors' Report, Corporate Governance Overview Statement and Statement of Risk Management and Internal Control for inclusion in the Senheng's Annual Report and Statutory Accounts, financial results, corporate exercise, Annual Reports, Circular to Shareholders, Corporate Governance Report.
- Approval on payments for incorporation of new company or strike off company.
- Approval of new property acquisition.
- Approval of RPT & RRPT mandate and transaction.
- The granting of powers of attorney by the Company.
- The entering into of any indemnities or guarantees.
- Recommendations for the alteration of the Constitution of the Company.
- Alteration of the accounting reference date, registered office and name of the Company.
- Change in financial year end.
- Recommendation for purchase of own shares by the Company or Increase or reduction of share capital.
- Recommendation for issuance of any debt instruments, or new issuance of securities.
- Scheme of reconstruction or restructuring.
- Any other significant business decision.
- Any other matter requiring the convening of a general meeting of shareholders or any class of shareholders.
- Any other matters as may be required by the laws or the governing authorities.
- Any other matters requiring the Board's approval under the Limits of Authority adopted by the Group.

## Appendix B

### Procedures on Access of Information

#### Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

- Approach the Managing Director or Company Secretary to request the required data;
- If the data is not forthcoming, approach the Chairman; and
- If the information is still not forthcoming, write a letter to all Board members and Managing Director detailing the information that is required, purpose of information, and who the Director intends to approach in order to obtain the information.

#### Inspection of Minutes and Other Documentation

- Requisition to inspect minutes or other documents/records must be made in written form and be submitted to the Company Secretary at least three (3) working days from the date of inspection.
- Each requisition must state clearly the type of documents, date of publication and purpose of inspection.
- Inspection must be done within the office premise and no extraction of documents in its physical form is allowed out of office premise.
- Photocopying of the minutes is allowed upon request.
- The Company Secretary or their nominee will notify the Director once the said documents or records are ready for inspection.
- Any changes to the date of inspection must be notified within twenty-four (24) hours prior to the date of inspection.

#### Access to Professional Advice

- A Director of Senheng is expected to exercise considered and independent judgment on the matters before them. To discharge this expectation, a Director may from time to time need to seek independent, expert opinion on matters before them.
- Prior to seeking professional advice a Director shall inform the Chairman about the nature of the opinion or information sought, the reason for the advice, the terms of reference for the advice and the estimated cost of the advice and obtain the approval of the Chairman.
- If the Chairman is seeking the advice, he will need to seek the approval of the Board. Where more than one (1) Director is seeking advice about a single issue, the Chairman shall endeavour to coordinate the provision of the advice.

#### Office Address and Operating Hours

Senheng New Retail Berhad

Address : 44B, Jalan Pandan 3/2 Pandan Jaya, 55100 Kuala Lumpur

General Line : 011 – 3600 4040

Office hours : 9:00AM to 6:00PM (Monday to Friday)