

BOARD COMMITTEE CHARTERS / TERMS OF REFERENCE

A. RESPONSIBILITIES OF THE BOARD AND BOARD COMMITTEES

- a. The Board provides overall guidance and policy direction to the Management of the company.
- b. The four key responsibilities of the Board are:

Strategic Direction

The Board is responsible for setting the long -term vision and strategy for the Company and ensuring that these plans are successfully executed.

Policy formulation

The Board is responsible for the formulation of policy as a primary mechanism it will use to guide the operation of the Company.

Decision Making

The Board acts as the ultimate decision-making body on behalf of shareholders.

Oversight

The Board, on behalf of shareholders, is responsible for overseeing the management and performance of the business and affairs of the Company and other oversight functions as may be determined by the Board from time to time.

B. DUTIES OF THE BOARD AND BOARD COMMITTEES

The duties of the Board include the followings:

1. Formulation of policies and overseeing the management and conduct of the business
2. Succession planning and the appointment, training, remuneration and replacement of Board member and senior management
3. Overseeing the effectiveness and adequacy of internal control systems.
4. Overseeing the maintenance of the company's communication and information dissemination policy
5. Performance appraisal and compensation of Board members and senior executives
6. Ensuring effective communication with shareholders
7. Ensuring the integrity of financial reports
8. Ensuring that ethical standards are maintained
9. Ensuring Compliance with the laws
- 10.

C. ROLES OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER (CEO)

ROLES OF THE CHAIRMAN

1. The Chairman of the Board is responsible for the development and effective functioning of the Board of Directors and provides leadership in every aspect of its work
2. The Chairman convenes and chairs meetings of the shareholders and Board of Directors
3. The Chairman appoints Board Committee members and their Chairmen
4. The Chairman appoints Directors to the Boards of Subsidiaries
5. The Chairman appoints Subsidiary Board Chairmen

ROLES OF THE CHIEF EXECUTIVE OFFICER (CEO)

1. The CEO has the overall responsibility for executing decisions of the Board and making decisions within his/her authority limits as defined in approved policies of the Company.
2. The CEO has the overall responsibility and has delegated authority from the Board to oversee the performance of the organization and day to day management of the Company.
3. The CEO leads the Executive Management Team and Chairs the Executive Management Committee meetings.
4. The CEO is to ensure that the organization complies with all governance, legal and regulatory requirements in all the jurisdictions that the Company operates
5. The CEO has oversight for risk management and ensures the integrity of the Company's accounts
6. The CEO is the Brand Champion of the Organization

D. DIRECTORS' NOMINATION AND APPOINTMENT PROCESS

1. Criteria for Appointment of Directors

The Governance Committee of the Board is responsible for identifying and recommending to the Board the criteria for Board membership and proposing prospective candidates for membership of the Board and making recommendations to the Board for Board appointment.

- a. Candidates for Board positions, are individuals of any gender who have very high integrity, are business savvy with industry expertise in the Company's core business areas and a genuine interest in the Company.
- b. Candidates for appointment as Non-Executive Directors are expected to possess a range of qualifications, experience, skills and expertise which will benefit the Company. In particular, Non-Executive Directors are expected to demonstrate the following:
 - i. Honesty and integrity.

- ii. Understanding of corporate governance in particular, the role and duties of Non-Executive Directors.
- iii. Understanding of risk management processes.
- iv. Ability to probe and challenge senior management and fellow directors in a frank and collaborative manner.
- v. Ability to understand and manage competing views and issues.
- vi. Communication skills.
- vii. Leadership skills and the ability to work well as part of a team.
- viii. Sound commercial and business judgement.
- ix. Well-developed strategic skills.
- x. Sufficient financial literacy to understand the financial position of the company, and evaluate financial information presented by management.

2. Assessing Prospective Candidates

- a. Once a suitable candidate for appointment as a Non-Executive Director is identified, the Governance Committee will assess that candidate against relevant criteria regarding their skills, experience, expertise and personal qualities, devotion to necessary time and commitment to the role, potential conflicts of interest to determine whether the appointment of the proposed candidate advance the objectives of the company.
- b. As part of this process, the Governance Committee may arrange for the Chairman of the Board and one or more Non-Executive Directors to conduct personal interviews with the candidate, and/or the candidate to meet the rest of the Board for further assessment by other Board members.
- c. If a Director wishes to nominate a person as a potential candidate for appointment to the Board, they should advise the Chairman of the Governance Committee. Such referrals are not to exclude external candidates and all candidates identified by the search process are to be considered on their merits.

3. Appointment

An offer of appointment to the Board may be made only by the Chairman of the Board with the approval of the Board, after recommendations from the Governance Committee have been circulated to all Directors. Directors, so appointed, must be approved by shareholders at the next annual general meeting.

E. INDUCTION AND CONTINUOUS TRAINING

The objectives of Directors induction is to provide all the information and training necessary to enable newly appointed executive and non-executive Directors on the Board to contribute appropriately to the operations of the Board from the time of their appointment.

1. Induction Program

An approved Board Induction Plan is adopted for the Board induction. The plan includes discussions with the Chairman, a presentation and engagement by the CEO and the Group Company Secretary. It covers the topics below:

- (a) The role of the Director
- (b) responsibilities of the board
- (c) Business background
- (d) Running the business
- (e) Shares and shareholders
- (f) Practical issues
- (g) Executive role

2. Board Induction Pack

New members are provided with documents which will serve as an initial introduction to the Company as well as an ongoing reference including:

- Board & Board Committees Governance Charter
- Memorandum & Articles of Association
- Policies
- Current year budget
- Board Remuneration Policy
- The last 3 annual reports
- Last 3 minutes of board and Committee meetings
- An organizational chart

F. ANNUAL BOARD PLAN

The following is the annual board plan including annual Directors training:

SN	QUARTER	KEY AGENDA ITEMS
1.	Quarter 1	<ul style="list-style-type: none"> • CEO's Report • Approval of 2019 Audited Accounts • Approval of Q1 Unaudited Accounts/ Financial Performance Report • Approval of Q2 Earnings Forecast • Dividend Proposal • Q1 Risk Management Report • Q1 Internal Audit Report • Human Resources Report (<i>Staffing, Outcome of Performance Evaluation, approval of promotion list, etc</i>) • AGM Preparation Matters • Consideration of Board Evaluation Report • Annual Declaration of Conflict of Interest & execution of Code of Conduct Form • Annual General Meeting • Board Training
2.	Quarter 2	<ul style="list-style-type: none"> • CEO's Report • Approval of Q2 Unaudited Accounts/ Financial Performance Report

	<ul style="list-style-type: none"> • Approval of Q3 Earnings Forecast • Q2 Risk Management Report • Q2 Internal Audit Report • Consideration of Board Nominations, Remuneration & Governance Matters (<i>Succession planning, Training, Induction, etc.</i>) • Review of AGM Report • Legal Report (<i>Litigation update, Regulatory update</i>) • Marketing & Corporate Communications Report
3. Quarter 3	<ul style="list-style-type: none"> • CEO's Report • Approval of Q3 Unaudited Accounts/ Financial Performance Report • Approval of Q4 Earnings Forecast • Q3 Risk Management Report • Q3 Internal Audit Report • Review of IT Governance • Appointment of External Consultants for external review of Internal Audit function (<i>Applicable every 3 years</i>) • Appointment of Board Evaluation Consultant • Appointment of Corporate Governance Review Consultant
4. Quarter 4	<ul style="list-style-type: none"> • CEO's Report • Approval of Q4 Unaudited Accounts/ Financial Performance Report • Approval of Q1 Earnings Forecast • Q4 Risk Management Report • Q4 Internal Audit Report • Approval of Budget • Approval of External Audit Plan & Timetable • Approval of Internal Audit Plan • Marketing Corporate Communications Report • Legal Report (<i>Litigation update, Regulatory update</i>) • Audit Commencement (<i>Approval of auditors, approval of auditors' remuneration, approval of audit plan</i>) • Approval of Annual Board Calendar

G. Evaluation Report of the Board, Board Committees and Individual Directors

The Board of Directors of the Company engaged [Name of Board Evaluation consultant] to perform an evaluation of the Board for the year under review in line with the requirements of the Securities and Exchange Commission's ("SEC") Code of Corporate Governance. The signed report of the Board evaluation is provided below:

The Chairman of the Board provides effective leadership to the Board and acts as the main link between the Board and the MD/CEO.

The Board of the Company has well established policies and charters that guide the governance culture of the Company and they address the effective monitoring of financial performance, strategy, governance, remuneration, risk management and controls. During the year under review, the Board further approved other policies geared towards improving the efficiency and effectiveness of the Company's governance



culture. Additionally, all the Directors achieved 100% attendance at all the Board and Committee meetings held in [State year under review].

The Board is diverse in experience, skills and gender and Directors are rated highly by their peers.

The Company has the required number of committees which are adequately sized for the Company's needs.

Based on the assessment of the individual Directors, the average score of Directors was 4.70. While three (3) Directors had an average score greater than 90%, one (1) Director had a score greater than 80% but less than 90%. One (1) Director had a score above the average score.

Based on our work, we conclude that the Board of Directors of [Insert company name] substantially complied with the amended SEC Code of Corporate Governance 2011 and is also well positioned to meet the requirements of the National Code of Corporate Governance issued by the Financial Reporting Council.

*Yours faithfully,
For: [Name of Board Evaluation consultant]*