



## PLENITUDE BERHAD BOARD CHARTER

### 1. PREAMBLE

- 1.1 The enhancement of corporate governance standards is vital towards achieving the objectives of transparency, accountability, sustainability and effective performance for Plenitude Berhad Group of Companies ("the Group"). It is with the aim of adopting and upholding the concepts of good governance as promulgated in the Malaysian Code on Corporate Governance ("the MCCG") that this Board Charter ("Charter") is established.
- 1.2 The Board Charter is also subject to the provisions of the Companies Act 2016 ("Companies Act"), the Constitution of Plenitude Berhad ("Plenitude" or "the Company"), the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other applicable law or regulatory requirements.
- 1.3 This Charter is designed to provide guidance and clarity for directors and management with regard to the role of the Board of Directors ("the Board") and its committees, the requirements for Directors in carrying out their role and in discharging their duties towards the Group as well as the Board's operating practices.

### 2. INTERPRETATION

#### 2.1 In this Charter:

"the Board" means the Board of Directors of the Company;

"Director" or "Directors" means member(s) of the Board and does not mean a director of an operating subsidiary;

"Management" means the Senior Management, Group Management Team ("GMT") and Operation Management Team ("OPT");

"Management Committee" means the committee comprises of Executive Chairman, Chief Executive Officer ("CEO") and Chief Operating Officer ("COO").

"Management Teams" means:

- "*Group Management Team*" consists of the group functional heads of projects, sales marketing, finance, leasing, legal, hotel and human resource of the Company;
- and
- "*Operation Management Team*" consists of the directors, heads of companies and heads of departments of the operating subsidiaries;

“Senior Management” means CEO and COO.

“Shareholders” means the shareholders of the Company.

“Stakeholders” means individual or groups of people that can affect or be affected by the actions of a business as a whole, which includes shareholders, investors, customers, creditors, community, trade unions, government, and employees of the Group.

“Independent Director” is defined in accordance to Paragraph 1.01 of Bursa Malaysia Securities Berhad (“Bursa Securities”)’s Main Market Listing Requirements (“MMLR”). An independent director is a director who is independent of management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of an applicant or the Company. Without limiting the generality of the foregoing, an independent director is one who: -

- a. is not an executive director of the Company or any related corporation of the Company;
- b. has not been within the last two (2) years and is not an officer (except as a non-executive director) of the Company or related corporation of the Company. For this purpose, “officer” shall have the meaning given in Section 2 of the Companies Act 2016;
- c. is not a major shareholder of the Company, or any related corporation of the Company. Major shareholder shall carry the same meaning as that prescribed under Paragraph 1.01 of the Bursa Securities’s MMLR;
- d. is not a relative of any executive director, officer or major shareholder of the Company or its related corporation. For this purpose, “relative” means the spouse, parent, brother, sister, child (including adopted or step child) and the spouse of such brother, sister or child;
- e. is not acting as a nominee or representative of any executive director or major shareholder of the Company or any of its related corporation; and
- f. is not engaged as a professional adviser by the Company or any of its related corporation either personally or through a firm or company of which he is a partner, director or major shareholder, as the case may be.

### **3. BOARD STRUCTURE AND COMPOSITION**

#### **3.1 Board Balance and Mix**

3.1.1 The Board recognises the importance of independence and objectivity in the decision making process. At any one time, at least two or 1/3 of the Board members, whichever is higher, shall be Independent Non-Executive Directors.

- 3.1.2 The Board is aware of board size that are too small or too large may significantly stress or limit the level of individual participation, involvement and effectiveness. The Constitution of Plenitude Berhad provides for a minimum of two (2) Directors and a maximum of fifteen (15) Directors.
- 3.1.3 The Board recognises the need for the composition to reflect a range of skills mix and expertise. High levels of professional skills and appropriate personal qualities are prerequisites for directorships. Without limiting the generality of the foregoing, the qualifications for Board membership are the ability to make informed business decisions and recommendations, an entrepreneurial talent for contributing to the creation of shareholder value, relevant experience, the ability to appreciate the wider picture, ability to ask probing operational related questions, high ethical standards, sound practical sense, and total commitment to furthering the interests of shareholders and the achievement of the Company's goals.
- 3.1.4 The Board also recognises the importance of having a clearly accepted division of power and responsibilities at the head of the Company to ensure a balance of power and authority.

The position of Chairman and Chief Operation Officer ("CEO") are separated and clearly defined.

### **3.2 Tenure of Directors**

- 3.2.1 Pursuant to the Company's Constitution, all directors shall retire from office at least once every three (3) years but shall be eligible for re-election.
- 3.2.2 The tenure of the executive directors is tied to their executive office.
- 3.2.3 If the tenure of an Independent Director exceed a cumulative term of nine (9) years, the Independent Director may continue to serve the Board as a Non-Independent Director. If the Board intends to retain an Independent Non-Executive Director beyond nine (9) years, it shall justify and seek annual shareholders' approval.
- 3.2.4 Directors may relinquish their membership on the Board with prior written notice to the Company Secretary, subject to compliance with the provisions of the Companies Act, MMLR and the Company's Constitution.

## **4. AUTHORITIES OF THE BOARD**

### **4.1 The Board is authorised to do the following at the expense of the Group:**

- 4.1.1 Be provided resources in order to perform its duties.

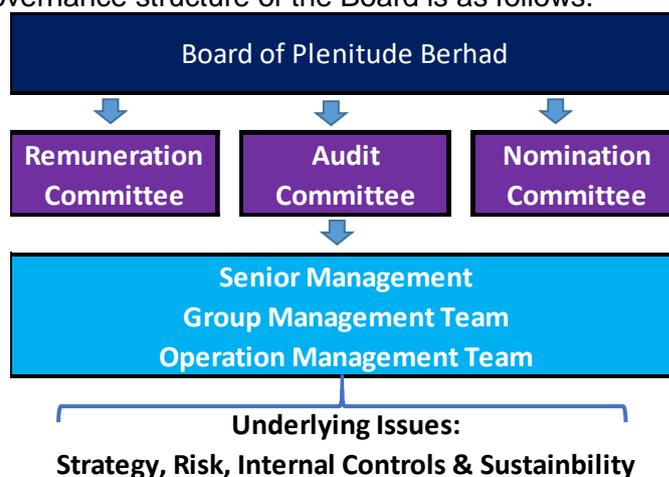
- 4.1.2 Have direct access to the Management and the external auditors.
- 4.1.3 Have direct communication channels and access to the Company Secretary, and full and unrestricted access to information, records, properties and personnel of the Group in performing their duties.
- 4.1.4 Obtain external, legal or independent professional advice as deemed necessary.
- 4.1.5 Convene meetings with the external auditors without the attendance of any executive and where appropriate, the Company Secretary as deemed necessary.
- 4.1.6 Have immediate access to reports on fraud or irregularities from the Management.
- 4.1.7 Authorise investigations into fraud, illegal acts or suspected violations of Group policies involving Management or Directors.

**5. ROLES AND RESPONSIBILITIES OF THE BOARD, THE CHAIRMAN, DIRECTORS AND CHIEF EXECUTIVE OFFICER**

**5.1 Roles of the Board**

5.1.1 The role of the Board is to promote and protect the interests of the the shareholders and stakeholders of the Group. 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 stakeholders. The Board provides leadership and advice in shaping corporate strategies, championing good governance and ethical practices, and ensures the effective execution of these strategies.

5.1.2 The governance structure of the Board is as follows:



5.1.3 The Board is principally responsible for:

5.1.3.1 Promoting together with Senior Management, good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;

5.1.3.2 Reviewing and adopting a strategic plan for the Group

- Review, challenge and approve Management's proposal on a strategic plan for the Group by bringing objectivity and breadth of judgment to the strategic planning process;
- Ensure that the strategic plan for the Group supports long-term value creation and includes strategies on economic, environmental, safety & health, social and governance considerations underpinning sustainability; and
- Monitor the implementation of the strategic plan by Management

5.1.3.3 Overseeing the conduct of the Group's business

- Oversee the conduct of the Group's business, including the formulation of strategy and performance objectives, control and accountability systems, corporate governance framework, risk management practices and human capital management;
- Approve and monitor progress of major capital expenditure, fund-raising, acquisitions and divestment;
- Supervise and assess the performance of Senior Management to determine whether the business is being properly managed and ensure that appropriate measures are in place against which Senior Management's performance can be assessed;
- Review, challenge and decide on Senior Management's proposals for the Group and monitor its implementation by Senior Management; and
- Monitor compliance with established policies and procedures.

5.1.3.4 Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures

- Understand the principal risks of the Group business and recognise that business decisions involve the taking of appropriate risks;

- Fulfil statutory and fiduciary responsibilities by monitoring the operational, financial and risk management processes of the Group and ensuring that internal control procedures are in place;
- Set the risk appetite within which the Board expects Senior Management to operate and ensure that there is a sound risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks; and
- Comply with environment, safety and health legislation by understanding the operations being carried out by employees and the hazards and risks associated with such operations.

#### 5.1.3.5 Succession Planning

- Ensure Senior Management has the necessary skills and experience; and
- Ensure measures are in place to provide for orderly succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing Senior Management.

#### 5.1.3.6 Overseeing the development and implementation of a stakeholder communications policy for the Group

- Ensure that the Group has in place a policy to enable effective communication with its stakeholders. This policy should include how feedback received from its stakeholders is considered by the Group when making business and other decisions.

#### 5.1.3.7 Reviewing the adequacy and the integrity of the management information and internal control systems of the Group

- Ensure that there is a sound framework of reporting on internal controls and regulatory compliance;
- Review the efficiency and quality of the Group's financial reporting process and systems of accounting and internal controls; and
- Ensure the integrity of the Group's financial and non-financial reporting.

## 5.2 Role of the Board Chairman

The Board Chairman presides over meetings of Directors and is responsible for instilling good corporate governance practices, leadership and the effectiveness of the Board. The duties of the Board Chairman include the following:

### 5.2.1 Building an effective performance Board by:

- providing leadership for the Board so that the Board can perform its responsibilities effectively;
- taking a leading role in establishing an effective corporate governance system and practices, including Board and Committee charters, a Committee structure and ensuring that induction as well as ongoing education programmes for Directors are in place;
- arranging the regular evaluation of the performance of the Board, its Committees and individual Directors and discussing the performance assessment with individual Directors and Committee Chairmen;
- ensuring that prior to new appointments to the Board, an assessment is undertaken on the candidate, which may include a competency and behavioral analysis of the candidate; and
- ensuring that the Board and senior executive succession planning is considered on an ongoing basis.

### 5.2.2 Managing Board meetings to ensure robust decision-making by:

- setting the agenda for each Board meeting together with the Company Secretary and the Chief Executive Officer. Other Directors and key members of Management may also be consulted;
- ensuring the provision of accurate, complete, timely and clear information to the Directors;
- leading Board meetings and discussions;
- managing Boardroom dynamics by promoting a culture of openness and debate; encouraging active participation and allowing dissenting views to be freely expressed; and
- ensuring all Directors are properly briefed on issues arising at Board meetings in a timely manner.

### 5.2.3 Managing Board/Management interface by:

- acting as the conduit between Senior Management/Management and the Board, although all Directors shall have the opportunity to get to know key members of the Senior Management/Management;
- developing a positive relationship with the Senior Management/Management, acting as a confidant and advisor; and facilitating the selection and appointment of a successor to the current senior executive.

5.2.4 Represent the Board by:

- acting as a spokesperson for the Board; and
- representing Plenitude at shareholders' meetings and on other occasions when actions or statements are made in the name of the Group, both domestically and/or abroad.

5.2.5 Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole.

**5.3 Role of Individual Directors**

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

- acting in good faith and in the best interests of the Group
- demonstrating good stewardship and acting in a professional manner with sound mind;
- acting with reasonable care, skill and diligence;
- avoiding conflicts of interest with the Group in a personal or professional capacity, including improper use of the property, information, opportunity of the Group or position as a Director or officer of the Group or engaging in business which is in competition with the Group;
- ensuring Board information, discussions, deliberations and decisions that are not publicly known are not used for personal interest, or their employers' interest;
- disclosure of and abstaining from voting on matters of material personal interest.
- exercising greater vigilance and professional scepticism in understanding and shaping the strategic direction of the Company and/or Group; and
- compliance with the Companies Act, securities legislation and the MMLR.

5.3.2 Every Director shall devote sufficient time to prepare for and attend Board and Board Committee meetings, attend Directors' continuous training programme and briefings.

5.3.3 Every Director must attend at least fifty (50) percent of the Board meetings held in each financial year.

5.3.4 Every Director must keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Group.

5.3.5 Every Board member should ensure that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including whether any Director abstained from voting or deliberating on a particular matter.

#### 5.4 **Role of Chief Executive Officer**

5.4.1 Chief Executive Officer (“CEO”) assumes the overall responsibility for the implementation of the Group’s strategy and in carrying the Board’s directions, managing the businesses of the Group and driving performance within the strategic goals and commercial objectives. The CEO leads the Management Teams (“GMT” and “OMT”) in carrying out the corporate strategy and vision of the Group. As CEO, he is accountable to the Board for the day-to-day management and operations of the Group’s business.

The key roles of the CEO include, among others: -

- displaying ethical behaviour while overseeing the day-to-day business operations, implementing Board policies and strategies, and making operational decisions;
- promoting good corporate governance culture within the Group which reinforces ethical, prudent and professional behaviour;
- serving as the conduit between the Board and Management Teams in ensuring the success of the Group's governance and management functions;
- ensuring that all Board decisions reflect its environment, safety and health intentions;
- ensuring effective relationships and communication with Management, and between the Board, shareholders and relevant stakeholders;
- providing thought leadership by effectively communicating the vision, management philosophy, business strategy and environment, safety and health policy to employees; and
- keeping the Board informed of salient aspects and issues concerning the Group's operations, including those related to environment, safety and health.

## 6. **MATTERS RESERVED FOR THE BOARD**

### 6.1 **The matters reserved for the Board’s decision and approval include:**

- Group and Divisional business strategies, plans and annual budgets;
- Material acquisitions and disposals of assets/investments not in the ordinary course of business;
- Expenditures/Capital Expenditures or transactions exceeding the Limits of Authority (“LOA”) of the Senior Management/Management;
- Investments in projects requiring major capital expenditures;
- Material financing, borrowings and fund raising;
- Write off fixed assets, property, plant and equipment;
- Group’s financial results and financial statements;
- Appointment of internal and external auditors and their fees;
- Dividend recommendations;
- Changes in the key policies, procedures and delegated authority limits of the Group.

## 7. BOARD PROCESSES

### 7.1 Board Meetings

7.1.1 The Board shall meet at least five (5) times in a financial year, with additional meetings to be convened as and when necessary.

7.1.2 All Directors are required to attend Board meetings. Senior Management and key members of Group Management Team will be invited to report to the Board for items within their responsibility. The Board may also invite external parties such as the auditors (internal and external), solicitors and consultants as and when the need arises.

### 7.2 Notice and Agenda

7.2.1 Notices and Agendas of meetings duly endorsed by the Chairman, shall be given in writing at least seven (7) days prior to the Board meetings.

7.2.2 The Chairman with the CEO and the Company Secretary shall undertake the primary responsibility for preparing the Board's agenda. The agenda should include matters specifically reserved for the Board's decision.

### 7.3 Quorum

7.3.1 The quorum for a Board meeting shall be a minimum of two (2) Directors. In the absence of the Chairman and the Deputy Chairman, the members present shall elect a Chairman from amongst them to chair the meeting.

### 7.4 Meeting Mode

7.4.1 A meeting shall normally be conducted face-to-face to enable effective discussion; however, meetings may also be conducted by way of telephone and video conferencing or by means of other communication equipment as determined by the Board under the Constitution.

7.4.2 The Board may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a resolution in writing, in lieu of formally convening a meeting. A written resolution in writing signed or approved by a majority of the Directors shall be as valid and effectual as if it has been passed by a meeting of the Board duly convened. Approval of the Board on the resolution can be through email and/or other means of electronic communications. Any such resolution may consist of several documents, including facsimile or other means of communications, in like form, each signed by one or more Directors.

## 7.5 **Voting**

- 7.5.1 All resolutions of the Board shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman of the Board shall have a second or casting vote.
- 7.5.2 A Board member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

## 7.6 **Meeting Papers**

- 7.6.1 Minutes are prepared within sufficient time following a board meeting.
- 7.6.2 The minutes of the meeting shall be action oriented, and inclusive of the deliberations and decisions of the Board. The minutes shall include compiled Board instructions as Matters Arising for discussion at each Board meeting to ensure proper follow through.
- 7.6.3 If one or more Directors request their opinion to be noted, the Company Secretary shall comply with the request.
- 7.6.4 Minutes shall be approved by the Chairman of the meeting at which the proceedings are held or by the Chairman of the next succeeding meeting.
- 7.6.5 As a best practice, ample time should be allowed for the directors to consider relevant information before meeting, Minutes of meeting, Board papers and Agenda shall be distributed to Board members at least seven (7) days in advance of the meeting.

## 7.7 **Secretary**

- 7.7.1 The Secretary to the Board shall be the Company Secretary or a person recommended by the Company Secretary and approved by the Board.
- 7.7.2 The Secretary shall organise and provide assistance at Board and Board Committee meetings and have the following key responsibilities:
- draft the schedule of Board activities for the financial year;
  - ensure meetings are arranged and held accordingly;
  - assist the Chairman in planning the Board's activities;
  - draw up meeting agendas in consultation with the Board Chairman and maintain the minutes;
  - ensure structured communication channels between the Board and Board Committees;
  - attend Board and Board Committee meetings and ensure the proceedings of meetings are recorded and the minutes circulated in a timely manner;
  - ensure the presence of a quorum at the meeting; and

- ensure Board Committees' recommendations presented to the Board are supported by papers that explain the rationale for the Committees' recommendations.

## 7.8 Access to Information

- 7.8.1 A record of submissions, papers and materials presented to the Board are maintained and held by the Company Secretary together with minutes of meetings, and is accessible to the directors.
- 7.8.2 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 the Company.

## 7.9 Independent Professional Advice

- 7.9.1 The Board as well as any director is entitled to obtain independent professional advice relating to the affairs of the Group or to his or her responsibilities as a director, subject to Item 7.9.2 below.
- 7.9.2 If a director considers such advice necessary for the discharge of his or her duties and responsibilities as director and for the benefit of the Company, such director shall obtain the Board's prior approval, and in seeking such advice, shall be required to comply with the following procedures:
- The Director concerned shall prepare a detailed paper to be submitted to the Board. The paper shall highlight, inter alia, the purpose behind the request and the estimated costs of the advice;
  - The Board shall deliberate on the said paper, and at its absolute discretion determine if the director concerned shall be permitted to seek independent professional advice. Should a request be denied, the director concerned is entitled to have his views duly recorded.
- 7.9.3 The cost of the advice will be borne by the Company. The Board or the member will however ensure that, so far as is practicable, the cost is reasonable.

## 7.10 Induction Process

- 7.10.1 The objective of the induction process is to provide directors with a rapid and clear insight into the Company. This will enable the directors to discharge their duties and responsibilities effectively.

Induction of Directors may include (but not limited to) discussion with other Executive Directors and Senior Management (in particular the Executive Chairman, the Company Secretary and, if the independent director is a functional specialist, his or her counterpart) and visits to key sites.

## 7.11 Directors' External Commitments and Conflict of Interest

7.11.1 The Company's Constitution stipulates that, every Director who may have direct or indirect interest in any contracts or proposed contract or arrangement with the Company shall immediately declare his interest to the Board and shall not participate in deliberations and shall abstain himself from casting his votes in any matter arising therefrom.

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

7.11.3 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 due honesty.

7.11.4 Every Director is to notify the Executive Chairman in writing prior to accepting any new directorship in companies outside the Group.

7.11.5 Such notification should include inter-alia an indication of amount of time expected to be spent on the new directorship(s).

## 8. BOARD COMMITTEE

8.1 The Board reserves the right to establish Committees from time to time in the discharge of its duties and responsibilities. Where a Committee is formed, specific terms of reference of the committee would be established to cover matters such as the purpose, composition and functions of the committee.

8.2 A number of standing committees with written terms of reference have been established namely the following: -

### **Audit Committee**

The Audit Committee assists and supports the Board's responsibility to oversee the Group's operations by providing a means for review of the Group's processes for producing financial data, its internal controls and independence of the Group's external and internal auditors.

### **Nomination Committee**

The Nomination Committee oversees matters related to the nomination of new directors, annually review the required mix of skills, experience and other requisite qualities of directors as well as the annual assessment of the effectiveness of the Board, its committees and the contribution of each individual director.

## **Remuneration Committee**

The Remuneration Committee is primarily responsible to assist the Board on matters relating to the remuneration of Directors. To develop, establish and implement remuneration policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of board and Senior Management.

### **9. BOARD REVIEW PROCESS**

- 9.1 To remain relevant, the effectiveness of the Board, its Committees and each individual Director should be annually reviewed and disclosed in the annual report as prescribed under the MMLR and the MCCG. The Board may engage professional, experienced and independent party(ies) periodically to facilitate objective and candid board evaluation.
- 9.2 The Board via the Nomination Committee shall establish a set of criteria for the assessment of all Directors including Independent Directors. In establishing these criteria, attention shall be given to the values, principles and skills required for the Group. These criteria will serve as a source of reference for prospective and incumbent Directors for the Board's annual assessment and shall be reviewed regularly to maintain their relevance.
- 9.3 The evaluation shall cover the performance of the Board, the various Board Committees and each individual Director.
- 9.4 The Board should disclose how it has conducted such assessment and its outcome in the annual report including the identity of the third party if the assessment is conducted by an independent third party.
- 9.5 The Board, in assessing a Director's independence should focus not only on whether a Director's background and current activities qualify him or her as independent but also whether the Director can act independently of Management and free from any business or other relationship which could interfere with the exercise of independent judgement or the ability to act in the best interests of the Company.

### **10. DIRECTORS' REMUNERATION**

- 10.1 The Company's remuneration policy for Directors is design to attract and retain right talent in the Board to drive the Company's long-term success in promoting business stability and growth. The remuneration policies takes into account the demands, complexities and performance of the Company as well as skills and experience required. The remuneration packages are structured to encourage creativity and innovation appropriate for the Group's business strategies and plans.
- 10.2 The remuneration package for Executive Directors is structured on the basis of linking rewards to corporate and individual performance. Base salaries are broadly at market rates compared with those of executive of companies of a similar size and scope. Performance is measured against

the financial results achieved by the Group and individual achievement against non-financial targets set at the beginning of each year.

- 10.3 For Non-Executive Directors (“NED”), the fee and allowance payable is determined based on the experience, level of expertise, responsibilities undertaken and time demanded of the NED.
- 10.4 The remuneration framework for the NED adopted by the Board as set out below:

	Board	Board Committee
Fee / Allowance	Non-Executive Director	Chairman/ Member
Monthly fixed fee	RM2,500	-
Meeting allowance per meeting based on attendance	RM500	
Training budget per annum	RM6,000	
Other benefits	Directors & Officers Liability Insurance, travelling & other claimable benefits	

- 10.5 Executive Director is not entitled to the Director’s fee nor is he/she entitled to receive any meeting allowance for Board or Board Committee meetings he/she attends.
- 10.6 The fees of the NEDs and any benefits payable to the Directors and members of the Board Committee shall be determined annually for Board’s approval and for shareholders’ approval by an Ordinary Resolution of the Company in AGM in accordance with Section 230 of the Companies Act 2016.
- 10.7 Directors’ remuneration shall be disclosed in appropriate components and bands instead of on a named basis. The Board is of the view that the detailed disclosure of individual Director’s remuneration will not have a significant effect on the stakeholder’s evaluation of the Group’s governance. The disclosure of remuneration in appropriate components and bands are sufficient to meet the objectives of MCCG and MMLR.
- 10.8 The Directors’ remuneration is reviewed by the RC on an annual basis prior to making its recommendation to the Board for decision.

## 11. DIRECTORS’ ORIENTATION AND CONTINUOUS EDUCATION TRAINING

### 11.1 Induction of Newly Appointed Directors

- 11.1.1 All newly appointed Board members shall undergo a formal induction and continuous education programme to ensure that they understand:

- their roles and responsibilities;
- the Board's expectations in terms of their knowledge contribution;
- the nature of the Group's business;
- current issues faced; and
- strategies adopted by the Group.

## 11.2 Directors' Training and Development

11.2.1 All Directors shall ensure that they keep abreast of regulatory changes, other developments and broad business trends. The Board must evaluate the training needs of its Directors on a continuous basis and ensure all Directors have access to appropriate continuing education programmes.

## 12. CODE OF ETHICS AND CONDUCT

12.1 The Board shall formalise and maintain a set of ethical standards of behaviour expected of all Directors, Senior Management/Management, employees and, where applicable, counterparts and business partners through the Group's Code of Ethics and Business Conduct and together with Senior Management, implement its policies and procedures, which include managing conflicts of interest, preventing the abuse of power, corruption, insider trading and money laundering.

12.2 The policies of the Group's Code of Ethics and Business Conduct should be integrated into groupwide management practices.

## 13. WHISTLEBLOWING POLICY

13.1 The Board should establish, review and together with Senior Management/Management implement appropriate policies and procedures on whistleblowing.

13.2 The oversight of the whistleblowing function is under the purview of the Audit Committee who shall ensure that all reported violations are properly investigated. The Audit Committee is also responsible for reviewing the effectiveness of the actions taken in response to all concerns raised.

## 14. COMPANY SECRETARY

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

14.2 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.

- 14.3 Other primary responsibilities of the Company Secretary shall include:
- 14.3.1 Advising the Board on its roles and responsibilities;
  - 14.3.2 Facilitating the orientation of new Directors and assist in Directors training and development;
  - 14.3.3 Advising the Directors on corporate disclosures and compliance, securities regulations and listing requirements including:
    - disclosure of interests in securities;
    - disclosure of any conflict of interest in a transaction involving the Group;
    - prohibition of dealing in securities; and
    - restrictions on disclosure of price-sensitive information.
  - 14.3.4 Managing processes pertaining to the annual shareholders' meeting;
  - 14.3.5 Monitoring corporate governance development and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations; and
  - 14.3.6 Serving as a focal point for stakeholders' communication and engagement on corporate governance issues.
- 14.4 The Company Secretary must keep abreast of, and inform the Board of current governance practices. The Company Secretary should undertake continuous professional development.

## 15. **STAKEHOLDERS' COMMUNICATION**

- 15.1 The Board shall ensure effective, transparent and regular communication with its stakeholders to facilitate mutual understanding of each other's objectives and expectations.

## 16. **GENERAL MEETING**

- 16.1 All Directors and the Chairs of Board Committees must attend General Meetings to allow shareholders to raise questions and receive meaningful response to questions raised by them.
- 16.2 The Board shall ensure that general meetings are conducted in an efficient manner and serve as a crucial mechanism in shareholder communications. Key ingredients behind this include the supply of comprehensive timely information to shareholders and the encouragement of active participation in the general meetings. The Board shall focus its efforts on the following best practices to enhance the value of the general meetings:
- ensure that each item of special business included in the notice to be accompanied by a full explanation of the effects of the proposed resolution;
  - for re-election of Directors, ensure that the notice of meeting states which Directors are standing for election or re-election with a brief description to include matters such as age, relevant experience, list of directorships, date of appointment to the Board, details of participation

in board committees and the fact that 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 questioner with a written answer to any significant question which cannot be answered immediately; and
- conduct each business presentation with a question and answer session.

## **17. REVIEW OF THE BOARD CHARTER**

- 17.1 This Charter and the Terms of Reference of each Committee established by the Board shall be periodically reviewed and updated by the Board taking into consideration the needs of the Group as well as any development in rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.

The Board of Directors of Plenitude has adopted this policy on 13 September 2018.