

PRINCIPLE A: BOARD LEADERSHIP AND EFFECTIVENESS**I. BOARD RESPONSIBILITIES****Role and Responsibilities of the Board**

The general powers of the Board and the Directors are conferred in the Company's Constitution. The role and responsibilities of the Board, including the matters that are reserved to the Board or its Committees, are formalized in a Board Charter and Committees' Terms of Reference which are available on the Company's website at <http://www.fima.com.my/corporate-governance.html>.

Role and operation of the Board

The Board has ultimate responsibility for the overall leadership of the Group. In this role, it oversees the development of a clear Group strategy, monitor operational and financial performance against agreed targets and objectives and ensures that appropriate controls and systems exist to manage risk.

Specific Board matters

The matters reserved for the Board are:

- Approving annual financial statements and quarterly financial results
- Contributing to management's development of the Company's strategy and plans, and ultimately approving operating budgets and monitoring performance
- Approving director's appointment to the Board and Board Committees
- Approving major capital expenditure, acquisitions, disposals of significant events and investment proposals
- Dividend recommendation
- Overseeing and monitoring overall system of internal control and risk management
- Overseeing related party transactions

Some of the Board's activities in FYE2019 are described in the table below:

FYE2019**Financial
Reporting/
Performance**

- Approved quarterly financial results and audited financial statements.
- Reviewed the financial performance of the business operations against approved strategies, plans and budgets.
- Reviewed major capital expenditure/acquisition.
- Determined dividend amount, nature and timing of dividends to be paid.
- Maintained oversight of the Group's financial position.

**Strategy and
Planning**

- Reviewed and approved budget and business plan for FY 2020 and key performance targets.
- Reviewed the Group's proposed strategic plans.
- Reviewed and discussed trends, challenges impacting the Group and potential opportunities during a 3-day offsite retreat with Management.