

3 May 2019. The Group MD, Dato' Roslan bin Hamir is responsible to the Board for management, development and performance of the Group's businesses for those matters for which he has been delegated authority from the Board.

### **Access to information, independent advice and indemnification**

The Board is supplied with the information it needs to discharge its duties. The Company Secretaries are responsible for ensuring good information flows within the Board and Committees and between senior management and the Board. The Directors also have the opportunity to visit the Group's operational facilities and meet with the Management to facilitate a better understanding of the Group's business operations.

Directors, after consultation with the Chairman, may seek independent advice in furtherance of their duties at the Company's expense. Directors also have access to members of senior management at any time to request relevant information.

Under the Company's Constitution and to the extent permitted by law, the Company indemnifies Directors and its officers against liabilities to third parties in their capacity as officers of the Company and against certain legal costs incurred in defending an action for such a liability.

### **Company Secretaries**

The Company Secretaries play an advisory role to the Board in relation to the Company's Constitution, proceedings of meetings, policies and procedures and compliance with the relevant statutory and regulatory requirements, guidelines as well as the principles and recommendations of best practices set out in the MCCG.

The Company had two (2) Company Secretaries during the financial year. The Company Secretaries report directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board. This includes advising the Board and its Committees on governance matters, coordinating Board business and providing a point of reference for dealings between the Board and Management. The Company Secretaries also informs the Directors of upcoming conferences and seminars relevant to their roles as Directors of the Company. Each Director has the ability to communicate with the Company Secretaries. Decisions to appoint or remove the Company Secretaries are made or approved by the Board.

The Company Secretaries' profiles are available under Our Key Senior Management of this Annual Report.

### **Board Charter**

The Board Charter is a statement of the practices and processes the Board has adopted in the discharge of its responsibilities, including matters reserved for the Board and the delegation of authority to the Board Committees. It also sets out the roles and responsibilities of the Board Committees, individual Directors, Chairman, Group MD as well as Senior Independent Director. The Board Charter also defines the relationship and interaction between the Board and Management.

The Board had on 30 May 2019, revised its Board Charter to include provisions on tenure of appointment and re-appointment Directors, dividend policy and the Group Sustainability Committee. The revised Board Charter is available in the 'Investors' section of the Company's website.

### **Other Policies**

In addition to the Board Charter, there are a range of policies which define the Company's commitment to good corporate governance and responsible business practices. Among them are Whistle-Blowing Policy, Corporate Disclosure Policy, Environmental Policy and Malaysian Sustainable Palm Oil Policy. The Company has also established its dividend commitment through a dividend policy which was approved by the Board on 30 May 2019 whereby the Company aims to distribute to its shareholders at least 40% of the consolidated profit after taxation and non-controlling interest for the relevant financial year, subject to financial and internal parameters, external factors or any other factors that may be considered relevant to the Board. These and other policies are available on the Company's website under the 'Investors' section.