



# **MENANG CORPORATION (M) BERHAD**

196401000240 (5383-K)

## **SPECIFIC ROLES OF GROUP CHAIRMAN AND GROUP MANAGING DIRECTOR GROUP CEO**

### GROUP CHAIRMAN (“CHAIRMAN”)

#### 1. **Reporting Lines**

- The Chairman reports to the board.
- The Chairman is responsible for the overall policies of the Group’s business and its implementation.

#### 2. **Key Responsibilities**

- The Chairman’s principal responsibility is the effective running of the board.
- Ensuring that the board as a whole plays a full and constructive part in the development and determination of the Group’s strategy and overall commercial objectives.
- Running the board and setting its agenda.
- Ensuring that board agendas take full account of the important issues facing the Group and the concerns of all board members. There should be an emphasis on strategic, rather than routine, issues.
- Ensuring that the board receives accurate, timely and clear information on the Group’s performance, the issues, challenges and opportunities facing the Group and matters reserved to it for decision.
- Ensuring, with the advice of the company secretary where appropriate, compliance with the board’s approved procedures, including the schedule of Matters Reserved to the board for its decision and each Committee’s Terms of Reference.
- Arranging informal meetings of the directors, including meetings of the non-executive directors at which the executive directors are not present, as required to ensure that sufficient time and consideration is given to complex, contentious or sensitive issues.
- Proposing to the board, in consultation with the Group Managing Director/Group Chief Executive Officer, company secretary and Committee Chairman as appropriate:
  - A schedule of Matters Reserved to the board for its decision;
  - Terms of Reference for each board Committee; and
  - Other board policies and procedures.
- Ensuring that there is effective communication by the Group with its stakeholders and ensuring that members of the board develop an understanding of the views of the major investors in the Group.
- Taking the lead in providing a properly constructed induction programme for new directors, facilitated by the company secretary.
- Taking the lead in identifying and seeking to meet the development needs both of individual directors and of the board as a whole, assisted by the company secretary.



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- Ensuring that the performance of the board as a whole, its Committees, and individual directors is formally and rigorously evaluated at least once a year.
- Promoting the highest standards of integrity, probity and corporate governance throughout the Group and particularly at board level.

GROUP MANAGING DIRECTOR / GROUP CHIEF EXECUTIVE OFFICER (“Group MD / Group CEO”)

### **1. Reporting Lines**

- The Group MD / Group CEO reports to the board.
- The Group MD / Group CEO is responsible for all executive management matters affecting the Group. All members of the management, report directly or indirectly, to him.

### **2. Key Responsibilities**

- The Group MD / Group CEO’s principal responsibility is running the Group’s business.
- Developing the Group’s strategy and overall commercial objectives, which he does in close consultation with the board.
- Implementing the decisions of the board and its Committees.
- Providing input to the board’s agenda from himself and other members of the executive team.
- Ensuring that he maintains a dialogue with the Chairman on the important and strategic issues facing the Group, and proposing board agendas to the Chairman which reflect these.
- Ensuring that the executive team gives appropriate priority to providing reports to the board which contain accurate, timely and clear information.
- Ensuring, in consultation with the Chairman and the company secretary as appropriate, that he and the executive team comply with the board’s approved procedures, including the schedule of Matters Reserved to the board for its decision and each Committee’s Terms of Reference.
- Ensuring that the Chairman and the board are alerted to complex, contentious or sensitive issues affecting the Group.
- Providing input to the Chairman and company secretary on appropriate changes to the schedule of Matters Reserved to the board and Committee Terms of Reference.
- Leading the communication programme with shareholders.
- Commenting on induction programmes for new directors and ensuring that appropriate management time is made available for the process.
- Ensuring that the development needs of the executive directors and other senior management reporting to him are identified and met.
- Providing input to the wider board evaluation process.
- Promoting, and conducting the affairs of the Group with the highest standards of integrity, probity and corporate governance.



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*THE BOARD OF DIRECTORS OF MENANG CORPORATION (M) BERHAD APPROVED THIS SPECIFIC ROLES OF GROUP CHAIRMAN AND GROUP MANAGING DIRECTOR/GROUP CHIEF EXECUTIVE OFFICER ON 24 FEBRUARY 2020.*