

**Board Charter for
Iskandar Waterfront City Berhad
196801000661 (8256-A)**



PRIVATE & CONFIDENTIAL

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PURPOSE AND OVERVIEW

Every public-listed company should be headed by an effective Board, which can both lead and control the business.

This Board Charter is intended to serve as a set of terms of reference for the Board of Directors (“Board”) of IWCity is intended to provide a concise overview of: -

1. The delineation of the duties, responsibilities and powers of the Board and its Executive Directors and senior management of IWCity; and
2. Board operating procedures and practices pertaining to meetings, nominations and appointments, training and development, performance management and evaluation, code of conduct and declarations on conflicts of interest.

In adhering to the responsibilities set out in this Charter, Board members are expected to perform their duties with integrity, honesty and in a professional manner in accordance with the law in serving the interest of its members, stakeholders, employees, clients and the community.

This Charter is governed by, where applicable, constitutions of the Companies Act 2016 and Malaysian Code on Corporate Governance 2017, applicable regulatory and legislative requirements and other good practices on corporate governance.

A) THE BOARD AND ITS DIRECTORS

1.0 *Duties and responsibilities of the Board*

All directors owe fiduciary duties to the Group and must exercise reasonable care, skill and diligence to ensure the proper management of the entity, including maximizing long-term financial returns. The Board is responsible for ensuring that the Company and its subsidiaries (“Group”) are managed to achieve this result. The Board will direct and supervise the management of the business and affairs of the Group in the best interest of the shareholders including:

- i. Reviewing and adopting a strategic plan for the Group;
- ii. Overseeing the conduct of the Group’s business;
- iii. Identifying principal risks and ensuring the implementation of appropriate internal controls and mitigation measures;

- iv. Management succession planning;
- v. Overseeing the development and implementation of shareholder communications policy for the Group;
- vi. Reviewing the adequacy and the integrity of the management information and internal controls system of the Group; and
- vii. Reviewing the effectiveness of Group's strategies, policies, principles and practices relating to the sustainability, including whether these strategies, policies, principles and practices promote Group's sustainability agenda.

The Board may choose to delegate some of these responsibilities to one or more of its Board Committees. This delegation of responsibilities will be reflected in the terms of reference of the respective Board Committees, but the ultimate responsibility rests with the Board as a whole.

2.0 Size, Composition and Nomination

The size of the board is stipulated in the Constitution of the Company. The size of the Board must commensurate with the range of credential, knowledge, views and experience needed for effective functioning of the Board and the regulator's requirement of independent directors.

The Board is supportive of gender diversity policy. In its selection of board members, the Board provides equal opportunity to all candidates who meet the criteria and other qualities vis-a-vis the Group present business portfolios and prospective investments. The detailed profiles of nominated directors will be presented to Board by the Nomination Committee to assist the Board in their decision whether to confirm the appointment of the nominated directors.

All new Directors appointed to the Board shall undertake an induction program coordinated by the Executive Vice-Chairman.

3.0 *Chairman of the Board*

The Board is empowered by the Company to appoint a Chairman. There must be division of roles between the Chairman and Executive Vice-Chairman. In the absence of the Chairman, the Directors present must elect a Director present to chair the meeting.

The Role of the Chairman

The role of the Chairman is to ensure that the Board is functioning effectively and undertakes the following activities:

- Conduct of Board meetings;
- Ensure that all relevant issues for the effective running of the Group's business are on the agenda;
- Ensure that quality information to facilitate decision-making is delivered to the Board members on a timely basis;
- Encourage all Directors to play an active role in Board activities;
- Chair general meetings of shareholders; and
- Liaise with the Executive Vice-Chairman and the Company Secretary on the agenda for Board Meeting(s).

4.0 *Executive Vice-Chairman and Executive Directors*

The key responsibilities of the Executive Vice-Chairman and Executive Directors are to:

- develop strategic direction of the Group;
- ensure Board decisions are implemented and Board directions are responded to;
- provide directions in the implementation of short and long-term business plans;
- provide strong leadership including effectively communicating a vision, management philosophy and business strategy to the employees;
- keep Board fully informed of all important aspects of the Group's operations and ensure sufficient information is distributed to Board members; and
- ensure day-to-day business affairs of the Group are effectively managed.

5.0 *Independent Directors*

An independent director must fulfill the provisions and definition of independent director under the Listing Requirements at all times and must declare their independence to the Board annually.

The tenure of an independent director should not exceed a cumulative term of nine years. Upon completion of the nine years, an independent director may continue to serve on the board subject to the director's re-designation as a non-independent director. In the event the Board wishes to retain the independence status of an independent director, who has served in that capacity for more than nine years, the Board must justify and seek shareholders' approval, as a good practice in accordance with the Malaysian Code on Corporate Governance 2017.

The responsibilities of an independent director are:

- provide and enhance the necessary independence and objectivity to the board;
- ensure effective checks and balances on the board;
- mitigate any possible conflict of interest in policy-making process and the day-to-day management of the Group;
- constructively challenge and contribute to the development of business strategy and direction of the Group; and
- ensure that adequate systems and controls to safeguard the interests of the Group are in place.

6.0 *Chief Executive Officer*

The key responsibilities of the Chief Executive Officer are to:

- oversee the day-to-day operations of the Group and to ensure the smooth and effective running of the Group;
- together with the Head of Departments, to ensure that the business affairs of the Group are carried out in an ethical manner and in compliance with relevant laws and regulations;

- conduit between the Board and the Management in ensuring the success of management functions; and
- implements the policies, strategies and decision adopted by the Board.

B) BOARD OPERATIONS AND PROCEDURES

7.0 *Strategic Functions*

- **Strategic planning:** Approving the Group's strategy, objectives, associated performance indicators and targets and approving any subsequent material variations.
- **Business planning:** Approving, adopting and monitoring the business plan including operating budgets, capital budgets, performance indicators and major projects including corporate restructures/reorganisation, major capital expenditure, capital management, acquisitions and divestitures and any significant initiatives or opportunities.
- **Funding:** Contributing to and approving a strategy for the Group funding, including funding targets, timelines and avenues and appropriately involving itself in liaison and communication with potential sources of funding.
- **Change management:** Overseeing the Group's capacity to identify and respond to changes in its economic and operating environments.
- **Stakeholder liaison:** Appropriately involving itself in liaison and communication with key stakeholders.
- **Performance monitoring:** Overseeing the conduct and performance of the Group to ensure they are being properly managed. To discharge this duty the Board will give specific and regular attention to:
 - i) monitor performance against the strategic and business plans;
 - ii) monitor performance against peer and competitor companies; and
 - iii) enquire and follow up areas of poor performance and their cause.

8.0 *Governance and Board Matters*

- **Delegations of authority:** Reviewing, approving and, where appropriate, revising the delegations of authority from the Board to the management. These delegations must be clearly conveyed to empower the Executive Directors and the executive team to run the Group.
- **Committees:** Overseeing the work of the Board Committees including determining the need for specific Committees, reviewing the need for those Committees on an ongoing basis, receiving reports from, reviewing the work of, and considering the recommendations made by each Committee.
- **Information needs:** Dictating its information needs to management including the form, timing, content and style of Board papers and ensuring these are fully addressed on an ongoing basis.
- **Management succession planning:** Ensuring that appropriate plans are in place for the succession of senior management.
- **Other matters:** Attending to corporate governance matters including the identification and nomination to the members of new Directors to fill Board vacancies and to any other matters identified as reserved to the Board.

9.0 *Risk Management, Compliance and Internal Controls*

- **Risk management:** Defining the Group's risk appetite, approving and overseeing the operation of the Group's corporate risk management framework, assessing its effectiveness, understanding and reviewing the major/significant risks facing the group and monitoring their management.
- **Internal controls:** Overseeing, reviewing and monitoring the operation, adequacy and effectiveness of the Group's reporting systems and the overall framework of internal controls established by management including operational, accounting and financial reporting controls.
- **Operational compliance:** Approving, reviewing and monitoring compliance with corporate policies.

- **Legal compliance:** Overseeing, reviewing and monitoring the operation of the Group's procedures to ensure compliance with relevant legislation is actively promoted within the Group. Attention shall also be given to privacy and occupational health and safety programs.
- **Reputation:** Being aware of and, where appropriate, reviewing any litigation, actions, transactions and issues, papers and reports to external/third parties which impact on the Group and which may attract public, government, regulatory or other interest.
- **Encourage the reporting of unlawful or unethical behavior:** Maintaining a firm stance in encouraging the reporting of unlawful or unethical behavior and ensuring that employees and management are assured of protection where violations are reported in good faith.

10.0 Financial

- **Financial oversight:** Overseeing all aspects of the Group's financial position including giving specific attention to the quantum, nature and terms of Group's debt facilities and its ability to meet its debts and other obligations as they fall due.
- **Financial reporting:** Approving the annual audited financial statements, the quarterly financial statements, and the theme and text of the Company's and Group's annual report.
- **Audit:** Selecting the Group's external auditors for approval by the members, ratifying the appointment of the internal auditor and approving their respective scopes of work.
- **Related party transactions:** Reviewing and monitoring all related party transactions to identify whether consideration should be given to seeking stakeholder approval and ensuring compliance with the market regulations.

11.0 *Human Resource*

- **Executive appointment and termination:** The appointment and dismissal of Executive Vice-Chairman, Executive Directors, Chief Executive Officer, Senior Management and Company Secretary.
- **Executive performance and development:** Ensuring an appropriate process is in place to recruit, review the performance of, remunerate, train and develop executives and to provide for management succession.
- **Executive compensation:** Reviewing and approving the compensation, equity and incentive schemes in place for the executives to ensure they are appropriate and competitive.
- **Ethical behavior:** Reviewing, approving and monitoring compliance with the Group Code of Ethics, which provides guidance regarding ethical behaviour, including approving all proposed revisions or waivers.

12.0 *Relationship between the Board and Management*

Subject to the formal delegations of authority, the Board delegates responsibility for the operation and management of the Group business to the Executive Vice-Chairman, Chief Executive Officer and the management team. Management is accountable to the Board and is to fulfill this responsibility through the provision of reports, briefings and presentations on a regular basis throughout the year.

Other executive and senior management shall attend Board meetings by standing invitation.

The Board will adopt appropriate structures and procedures to ensure it retains its independence and functions independently of management. This will include the Non-Executive Directors meeting in the absence of management on a scheduled basis.

Independent Directors may communicate with members of the senior management team at any time.

13.0 *Investor and Stakeholder Liaison*

The Board's investor and shareholder liaison objective is to ensure that there are effective communications with its shareholders, the financial communities and other stakeholders that fairly and accurately reflect the Group. This is to help the Group to achieve a fair market value for its securities and optimum cost of capital and at the same time to facilitate investors and potential investors to make informed investment decisions.

The Board's investor and stakeholders' relations initiatives are designed and driven by the following principles:

- The Board will always report its financial results and material development to the Securities Exchange, its shareholders and other stakeholders in an open, timely and comprehensive manner;
- The Board will communicate only through its designated spokespersons;
- The Board will leverage its website as an additional communications channel;
- The Board will proactively address reports and rumors, so as to avoid unnecessary speculation in its securities;
- The Board will give reasonable access to analysts and the media to help them have informed opinions of the Group, but will not seek to influence those opinions or to give information that is not available to the general public; and
- The Board will meet with its shareholders in the Company's Annual General Meeting and Extraordinary General Meeting to inform, and obtain feedback from shareholders.

14.0 **Board Committees**

The Board may from time to time establish appropriate Committees to assist it in the discharge of its responsibilities. However, the Board will not delegate any of its decision-making authority to those Committees.

The Board has established the following Committees:

- Audit Committee;
- Nomination Committee;
- Remuneration Committee;
- Risk Management Committee;
- Tender Awards Committee; and
- Employees' Share Option Committee.

Each formally constituted Committee will have written terms of reference, approved by the Board. Formal minutes of each Committee meeting will be prepared and circulated to each of the Directors within the time frame set out in the relevant Committee's terms of reference, together with a clear list of recommendations and/or other matters and issues for the consideration of the full Board at the next Directors' meeting.

Where a Committee meeting is necessarily held a short time in advance of a Board meeting, for example where the Audit Committee completes its review of the financial statements only shortly in advance of the Board meeting to approve those accounts, the Board may be verbally briefed by the Chairperson of the Committee. However, this must be followed by formal written minutes within the prescribed timeframe.

The Board has sole responsibility for the appointment of Directors to Committees and expects that, over time, the Directors will rotate on and off various Committees taking into account the needs of the Committees, legislative requirements, skill sets and the experience of the individual Directors.

The role, function, performance and membership of each Committee will be reviewed on an annual basis as part of the Board's appraisal process.

15.0 *Meetings and Minutes*

Board meetings are held at least 4 times annually. The agenda for each meeting is dictated by the needs of the Board and the matters set out in the annual agenda for attention at a particular meeting.

Additional Board meetings can be convened by the Company Secretary at the request of any Director at any time by giving all Directors at least seven days' notice in writing. A meeting may, with the consent of all Directors, be convened with shorter notice.

Personal attendance of Board members at meetings is preferred. The Board and Board Committees may hold meetings at two or more venues using any technology (for example: teleconferencing) that gives all members of the Board or the relevant Board Committee a reasonable opportunity to participate in the meeting.

In addition to the above, subject to relevant laws and guidelines, the following should be observed by Board:

- to meet on a quarterly basis, but in any event, no less than once in every three (3) months, or whenever deemed necessary;
- all directors must attend at least 50% of the Board meetings held in each financial year or such other percentage as may be prescribed by the Listing Requirements;
- the quorum of the meetings shall be met pursuant to the Constitution of the Company;
- the participation of the director can be facilitated by means of video or telephone conferencing;
- Head of the respective division units and relevant management personnel may be invited to attend the Board meeting(s);
- the Company Secretary shall be appointed as Secretary of the Board Meeting and minutes of meetings shall be taken and documented; and
- Information should be supplied to the directors at least seven (7) days prior to the meeting in order for them to discharge their duties.

In lieu of meeting, the Board is allowed to carry out resolutions by way of circulation.

16.0 Access to Information and Resources

The Board shall:

- have complete, adequate and timely information prior to Board meetings and on an ongoing basis;
- have the resources required to perform its duties;
- have full and unrestricted access to any information pertaining to the Group; and
- be able to obtain independent professional or other advice at the expenses of the Group.

17.0 Continuing Education Programme and Training

Directors are expected to undertake continuing professional education to enable them to discharge their duties effectively. While management, Company Secretary, Internal and External Auditors will brief the Board on changes in the legislative, regulatory or industry framework which impact the Group, this is not a substitute for the Directors' efforts to seek continuous knowledge of the changes in the market regulations.

Based on the result of appraisal, the Nomination Committee would assist the Board to undertake an assessment of the training needs of each director.

18.0 Remuneration

The Board will consider for adoption a remuneration policy established by the Remuneration Committee designed to enhance corporate and individual performance. The level of remuneration will be designed to attract and maintain talented and motivated Directors and employees. Executive Directors are remunerated based on the Group's performance whilst the remuneration of the non-executive directors is determined in accordance with their and the level of responsibilities assumed.

The maximum amount of annual fees to be paid to non-executive Directors will be recommended by the Board and subject to ordinary resolution of the shareholders.

19.0 Performance Evaluation

The Board reviews and evaluates individual directors' performance, its own performance and the performance of its Committees at least annually based on the report of the Nominating Committee.

C) OTHER MATTERS**20.0 Indemnity and Insurance**

The Board is responsible to consider appropriate insurance policy to mitigate liabilities of directors and management holding office in the Group.

21.0 Publication of the Board Charter and Committee's Terms of Reference

The Charter and the Committee's Terms of Reference are made available to all Directors and the respective Committee's members. A copy of each of the Board Charter and Committee's Terms of Reference, shall be published on the Company's website.

22.0 Review of the Board Charter and the Committee's Terms of Reference

The Board will review this Charter and the respective Terms of Reference of its Committees and make any necessary or desirable amendments to ensure they remain consistent with the Board's objectives, current regulation requirements and governance best practice. Changes of the provisions in the Charter and the respective Terms of Reference of its Committee, shall be adopted by the Board and/or its Committee with a formal resolution.

23.0 Disclosure & Conflict of Interest

Directors are required to take all reasonable steps to avoid actual, potential or perceived conflict of interests with the Group's interest.

Should there be actual, potential or perceived conflict of interest between a Company and a director, or a person connected with Director such as a spouse, other family member, or a related company, the interested director shall make full disclosure in bona fide and act honestly in the best interest of the Group and shall not participate in deliberations and shall abstain himself from casting his votes in any matter arising there from.

This Board Charter has been approved by the Board on 10 April 2019.