

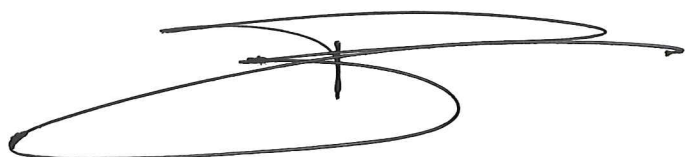
FGV



BOARD CHARTER
FGV HOLDINGS BERHAD
(VERSION 9.0)

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Chairman, Board of Directors

Document Version Control		
Document Version	Approved by	Effective Date
VERSION 9.0	FGV Board of Directors	17 November 2020

1. INTRODUCTION

1.1. This Board Charter sets out the requirements of the Board of Directors of FGV Holdings Berhad as at the date hereof.

Recommendation 2.1,
MCCG 2017

1.2. Unless otherwise stated the following applies:

- "the Company" and "FGV" refers to FGV Holdings Berhad ;
- "the Group" or "FGV Group" refers to FGV and its Group of Companies¹;
- "the Board" refers to the Board of Directors of FGV; and
- "Top Management" refers to the Group Chief Executive Officer ("Group CEO"), the Sector Heads (Chief Operating Officers), Group Chief Financial Officer, Group Chief Internal Auditor, Head of Group Governance and Risk Management, Company Secretary and Senior Vice President positions and above.

1.3. The Board Charter sets out the role, composition and responsibilities of the Board of Directors of FGV. This also includes key values, principles and ethos of the Company.

1.4. The Board Charter aims to guide FGV's Board in its stewardship role of the Group based on the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and the Companies Act, 2016. In addition, the Board Charter also recognizes and aims to adopt related better practices and guidance from the following documents:

1.4.1. The Malaysian Code on Corporate Governance 2017, (the "Code" or "MCCG 2017"), which provides Principles, Intended Outcome, Practices and Guidance to promote greater internalisation of corporate governance culture; and

1.4.2. The Corporate Governance Guide – Moving from Aspiration to Actualisation, 3rd Edition ("the Guide") issued by Bursa Malaysia Securities Berhad ("Bursa Malaysia") in 2017, which seeks to enrich the application and actualisation of corporate governance practices by providing practical guidance to listed issuers and cultivate listed issuer's appreciation on the drivers of sound corporate governance.

2. THE BOARD'S ROLES AND RESPONSIBILITIES

2.1. The Board is collectively responsible for the proper stewardship of the Group's business and the creation of long term shareholder value, whilst taking into account interests of other stakeholders. The Board is responsible for establishing and maintaining corporate governance standards, including but not limited to the standards prescribed by the applicable laws and regulations from time to time.

¹ FGV Group refers to include FGV's operating Subsidiaries, Associates and Jointly-Controlled Entities in which FGV holds a controlling interest, as established under the corporate structure of FGV

2.2. The Board shall assume, among others, the following six (6) principal responsibilities:

a) Reviewing and adopting a strategic plan for the Company

The role of the Board is to review, challenge and approve Management's proposal on a strategic plan for the Group, taking into account the sustainability of the Group's business, with attention given to the environmental, social, economic and governance aspects of the business. The Board is also responsible for the following:

Practice 1.1,
MCCG 2017

1. Review the Group's (comprising the Company and its subsidiaries, jointly controlled entities and associates where relevant) strategic direction, including the approval of corporate exercises or restructuring plans; and
2. Monitor the implementation of the strategic plan by Management.

Practice 1.1,
MCCG 2017

b) Overseeing the conduct of the Group's business

A basic function of the Board is to oversee the performance of Management to determine whether the business is being properly managed. The Board must ensure that there are measures in place against which Management's performance can be assessed. In relation to the monitoring of financial performance of the Group's business, the Board is responsible for the following:

1. Monitor financial performance against approved budget;
2. Determine Dividend Policy and the amount, nature and timing of dividends to be paid;
3. Conduct a review of the Group's funding requirements on a continuing basis, including significant treasury matters, approval of financing arrangements, cheques and other signatories; and
4. Ensure proper procedures are put in place and that the financial statements (including quarterly/year-end announcements to Bursa Securities) of the Group (comprising the Company and its subsidiaries) are reviewed for integrity and approved for timely lodgement with, and/or release to, the various authorities and market.

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

The Board must understand the principal risks of all aspects of the Group's business and recognise that business decisions involve the taking of appropriate risks. The Board must ensure that there are systems in place which effectively monitor and manage these risks.

Practice 1.1,
9.1 & 9.2,
MCCG 2017

The Board is responsible for the following:

1. Determine the Group's overall risk appetite, level of risk tolerance and actively identify, assess and monitor key business risks to safeguard shareholders' investments and the Company's assets, and communicate the same to the Top Management;
2. Appraise the Group's major current and emerging risks and oversee that appropriate risk management and internal control procedures are in place;
3. Consider and approve the FGV Group's overall risk-reward strategy and frameworks for managing all categories of current and emerging risks relevant to the sustainability of the Group's businesses and wellbeing of the Group and its stakeholders, consistent with its level of risk tolerance. The risks include and are not limited to, credit, market, liquidity, equity, reputation and operational risk;
4. Ensure proper implementation and review the Group's internal controls system, which are continually upgraded to mitigate the Group's current and emerging risks;
5. Establish an internal audit function which reports directly to the Audit Committee;
6. Select, appoint and terminate the external auditor (including associated recommendations to shareholders for approval);
7. Oversight of the Audit Committee's evaluation of auditor's performance and independence; and
8. Review relevant arrangements brought forth by the Audit Committee, by which employees may, in confidence, raise concerns about possible improprieties in financial reporting or other matters, and to ensure that arrangements are in place for the independent investigation of such matters and for appropriate follow-up action to be taken. This would include any whistleblowing complaints and investigative reports relating to the Top Management of the Group.

Practice 10.1,
MCCG 2017

d) Succession planning

The Board shall ensure that all candidates appointed to the Board and Top Management positions are of sufficient calibre. The Board shall satisfy itself that there are programmes in place to provide for the orderly succession of the Board and Top Management. The Board is responsible for the following:

Practice 1.1,
MCCG 2017

1. Assume the responsibility of ensuring a succession plan is in place including appointing, training, fixing the compensation of and, where appropriate, replacing, members of the Board, Board Committees and Top Management. The Board shall work with

the Nomination and Remuneration Committee on succession planning;

2. Select, appoint and determine terms of appointment of the Group CEO the Top Management, and monitor their performance;
3. Approve the appointment of candidates for the Board, the Senior Independent Non-Executive Director, members of the Board Committees, including the Chairman of the Board Committees as recommended by the Nomination and Remuneration Committee,
4. Approve the appointment of Nominee Directors in the Group including listed subsidiaries as recommended by the Nomination and Remuneration Committee, and
5. Approve policies for appointments to the Board of FGV's subsidiaries and appoint Directors representing FGV in FGV's jointly controlled entities and associate companies.

e) Overseeing the development and implementation of a Shareholder Communications Policy for the Company

The responsibility of the Board is to ensure that the Company has in place a policy to enable effective communication with its shareholders and other stakeholders. This policy shall include how feedback received from its stakeholders is considered by the Company when making business decisions.

f) Reviewing the adequacy and the integrity of the management information and internal controls system of the Company which includes governance and integrity framework

Practice 9.2,
MCCG 2017

The Board has to ensure that there is a sound framework of reporting on internal controls and regulatory compliance.

3. FORMAL SCHEDULE OF MATTERS RESERVED FOR THE BOARD

- 3.1. To ensure the direction and control of the Group are in the hands of the Board, the Board adopts a formal schedule of matters reserved for the Board's deliberation and decision.
- 3.2. The following summarises the list of matters reserved for the Board's deliberation and decision:
 - 3.2.1. Board structure
 - a) Appointment and recommendation for removal of FGV Directors.
 - b) Appointment and removal of the Company Secretary.

- c) Establishment of Board Committees including the Subsidiary Boards, their members and the specific terms of reference.
- d) Appointment, removal and replacement of Board Committees including recommendation for appointment, removal and replacement of the Directors of Subsidiary Boards.
- e) Appointment and extension of contracts of the Group CEO, Executive Directors and the Group's Top Management.

3.2.2. Remuneration matters

Practice 6.1,
MCCG 2017

- a) Approval of the Board Remunerations Policy which include the remuneration packages for Non-Executive Directors of the Group, Board Committees.
- b) Recommendation of Directors' fees for Non-Executive Directors, including fees for FGV's Non-Executive Directors appointed to the Company's Subsidiary Boards, to be approved by shareholders.
- c) Approval of remuneration packages, including service contracts, for the Group CEO, the Executive Director(s), the Group's Top Management and any other person the Board determines.
- d) Determination of the corporate goals and objectives relevant to the remuneration of the Group CEO and evaluating the performance of the Group CEO in light of these objectives.
- e) Determination of the size of bonus/incentive pools as part of the Group's annual plan based on consideration of pre-determined business performance indicators and the financial soundness of the Group.

3.2.3. The Company and the Group operations

Practice 1.1,
MCCG 2017

- a) Review and approval of the Company's and the Group's strategic plans.
- b) Approval of investment or divestment in a company, business, property or undertaking.
- c) Approval of investment or divestment of a capital project which represents a significant diversification from the Group's existing business activities.
- d) Approval of major changes in the activities of the Group.
- e) Approval of policies and bank mandates of the Company and the Group.
- f) Approval of the Group's Limit of Authorities ("Group LOA") for the Company and the Group and its revision therein.

3.2.4. Financial

Note: Specific Board approval authorities are sanctioned in the Group LOA, for detail reference.

- a) Approval of annual budget of the Company and annual budget for the FGV Group (including capital expenditure budget).
- b) Approval of capital expenditure and/or disposal of capital items sanctioned over and above delegated levels, i.e. where the amount involved exceeds a predetermined threshold given to Management.
- c) Approval of financial statements and their release (including financial reports for announcement to Bursa Malaysia or the Securities Commission).
- d) To determine Dividend Policy and the amount, nature and timing of dividends to be paid.
- e) Approval of interim dividends for payment and the recommendation of final dividend or other distribution for shareholders' approval.
- f) Adoption of accounting policies in line with the Malaysian Financial Reporting Standards.
- g) Approval of the review on adequacy and effectiveness of the Group's system of risk management and internal controls.
- h) Approval of write-off of assets and account receivables.

3.2.5. Others

- a) Granting of power of attorney by the Company.
- b) Entering into any corporate guarantee and indemnity issued by the Company.
- c) Recommendation for the changes in the Company's Constitution.
- d) Changes in financial year end.
- e) Recommendation for purchase of own shares by the Company.
- f) Recommendation for issue of debt instruments.
- g) Approval of the Sustainability Report, the Corporate Governance Report and other reports/statements which are mandated by Bursa Malaysia.
- h) Responsibility over the Company's Annual Integrated Report which includes :
 - i. approval of the Annual Integrated Report Reporting Framework;

Practice 11.2,
MCCG 2017

- ii. approving the Chairman's Statement, the Corporate Governance Overview Statement, the Board Committees' Reports, the Statement on Risk Management and Internal Control, the Management Discussion and Analysis, the Sustainability Statement and other statements which are mandated by Bursa Malaysia for inclusion in the Company's Annual Integrated Report;
- iii. acknowledging the Board's responsibility to ensure the integrity of the Company's Annual Integrated Report;
- iv. acknowledging that the Board has applied their collective mind to the preparation and presentation of the Company's Annual Integrated Report; and
- v. an opinion or conclusion about whether the Company's Annual Integrated Report is presented in accordance with the Company's Annual Integrated Report Reporting Framework to be stated in the Company's Annual Integrated Report.

4. MEMBERSHIP

4.1. The size of the Board is determined by the Board based on, among others, the following considerations:

- a) The evolving circumstances of the Company and the Group in terms of its size, scope or geography;
- b) The need to achieve an appropriate balance of executive and Non-Executive Directors and the Independent elements of Non-Executive Directors. A Board with a balanced composition will ensure that no individual or small group of individuals will dominate decision-making;
- c) The establishment of Board Committees becomes impracticable with very small boards;
- d) Quorum requirements for Board meetings; and
- e) Other factors such as, representation of the interests of certain shareholders or groups of shareholders (e.g. state agencies, pension funds), the technical knowhow or experience in the relevant industry sector, and the Board's diversity of professional experience, ethnicity, gender and age.

Paragraph 15.08A,
Listing Requirements

Practice 4.4,
MCCG 2017

4.2. The Board members shall comprise of no more than twelve (12) members.

4.3. The Board shall comprise a majority of Independent Non-Executive Directors. The Board shall be above the full age of 18 years old and below the age limit of 70 years old as provided in FGV Board Nomination and Election Policy and Procedures.

Practice 4.1,
MCCG 2017

- 4.4. Collectively, the Board members shall have a range of skills, knowledge and experience pertinent to the core business of FGV, financial and other skills necessary to guide the business of FGV.
- 4.5. The Board, with the assistance of the Nomination and Remuneration Committee, shall determine and regularly review the composition of the Board having regard to the optimum number and skill mix of Directors, subject to the limits imposed by the Company's Constitution and the terms served by existing Non-Executive Directors.
- 4.6. All Directors shall be appointed through a letter of appointment to be issued by the Chairman of the Board.

5. ROLE OF CHAIRMAN

- 5.1. The Board Chairman carries out a leadership role in the conduct of the Board and its relations to shareholders and other stakeholders. Practice 1.2,
MCCG 2017
- 5.2. The position of the Board Chairman shall be held by a Non-Executive Director, who shall also be an individual different from the individual who holds the position of the Group CEO. Practice 1.3,
MCCG 2017
- 5.3. There are two main aspects to the Chairman's role. They are the Chairman's role within the boardroom and the Chairman's role outside the boardroom.
- 5.4. Inside the boardroom, the role of the Board Chairman is to: Practice 1.2,
MCCG 2017
 - 5.4.1. Establish the agenda for Board meetings in consultation with the Group CEO and the Company Secretary;
 - 5.4.2. Ensure that all Directors are enabled and encouraged to participate at Board meetings. This includes ensuring that all relevant issues are on the agenda and that all Directors receive timely and relevant information tailored to their needs and that they are properly briefed on issues arising at Board meetings;
 - 5.4.3. Ensure that Executive Directors look beyond their executive functions and accept their full share of the responsibilities of governance;
 - 5.4.4. Guide and mediate the Board's actions with respect to organisational priorities and governance concerns;
 - 5.4.5. Undertakes the primary responsibility for organising the information necessary for the Board to deal with items on the agenda and for providing this information to Directors on a timely basis with the assistance of the Company Secretary;
 - 5.4.6. Chair Board meetings;
 - 5.4.7. Be clear on what the Board has to achieve, both in the long and short term;

- 5.4.8. Provide guidance to other Board members about what is expected of them;
- 5.4.9. Ensure that Board meetings are effective in that:
 - a) the appropriate matters are considered during the meeting (for example, strategic and important issues);
 - b) matters are considered carefully and thoroughly;
 - c) all Directors are given the opportunity to effectively contribute; and
 - d) the Board comes to clear decisions and resolutions are noted;
- 5.4.10. Ensure that the Board behaves in accordance with its Board Charter; and
- 5.4.11. Perform other responsibilities as assigned by the Board, from time to time.
- 5.5. Outside the boardroom, the role of the Chairman is to:
 - 5.5.1. Undertake appropriate public relations activities in conjunction with the Group CEO.
 - 5.5.2. Be the spokesperson for the Company at the Annual General Meeting and in the reporting of performance and profit figures;
 - 5.5.3. Be the major point of contact between the Board and the Group CEO;
 - 5.5.4. Be kept fully informed of current events by the Group CEO on all matters which may be of interest to Directors;
 - 5.5.5. Regularly review progress on important initiatives and significant issues facing the Company and/or the Group in conjunction with the Group CEO, and other relevant Top Management or such other appropriate Top Management, progress on important initiatives and significant issues facing the Company and/or the Group;
 - 5.5.6. Provide mentoring for the Group CEO; and
 - 5.5.7. Initiate and oversee the Group CEO's annual performance evaluation process.

6. DIRECTORS & GROUP CEO

- 6.1. Each FGV Director is required to be aware of the legal parameters that define his/her duties. Broadly, these include:
 - 6.1.1. duty to act in good faith and must act honestly in line with the Group's interests;
 - 6.1.2. duty to exercise power for a proper purpose;

Section 213(1)
Companies Act 2016

- 6.1.3. duty to exercise discretion properly and cannot fetter his/her powers by abdicating an independent exercise of such discretion and merely doing what is wanted by another person; and
- 6.1.4. duty to avoid conflict of interest and self-dealing through improper use of the Company's and the Group's property, position, corporate opportunity or competing with the any of the Company within the Group by a Director or an officer of the Group.
- 6.2. A Director shall exercise reasonable care, skill and diligence according to the knowledge, skill and experience which may be reasonably expected of a Director having the same responsibilities, based on facts, any additional knowledge, skill and experience which he/she has and may be guided as follows:
 - 6.2.1. prepare for Board meetings, contribute constructively to Board discussions and decision-making, conduct due inquiry before approving a matter and refraining from rushing into decision-making;
 - 6.2.2. ensure key transactions or critical decisions are deliberated and decided by the Board in a meeting;
 - 6.2.3. provide adequate time for deliberation and evaluation of transactional and financial matters;
 - 6.2.4. require sufficient notice and distribution of Board papers and explanatory appendices in advance of meetings;
 - 6.2.5. convene supplemental meetings in response to request for further information before the final decision;
 - 6.2.6. make informed decisions based on the information provided and analysis and recommendations of the Company's independent professional advisers;
 - 6.2.7. ensuring that there is no undue pressure from dominant personalities or nominees of significant shareholders;
 - 6.2.8. base reliance on others where there is sound basis for doing so;
 - 6.2.9. make appropriate enquiries to satisfy itself on the integrity and soundness of the internal controls and risk management systems;
 - 6.2.10. ensure there is an adequate group wide framework for co-operation and communication between FGV and its subsidiaries for oversight of group financial and non-financial performance, business strategy and priorities, risk management including material sustainability risks, and corporate governance policies and practices;
 - 6.2.11. ensure Board decisions and the basis for those decisions, including any dissenting views are made known and properly minuted; and
 - 6.2.12. ensure the accounting records and other records of FGV and its subsidiaries are kept to sufficiently explain the business, transactions and

Section 213(2)
Companies Act 2016

financial position of FGV and its subsidiaries, to enable the preparation of true and fair financial statements and to enable the accounting and other records of FGV and its subsidiaries to be conveniently and properly audited. If the accounting records are kept outside Malaysia, Directors must comply with the direction issued by the Securities Commission to produce any of those records in Malaysia and how the records are to be kept.

6.3. The role of Non-Executive Directors

6.3.1. Non-Executive Directors are classified as:

- a) those who have no direct or indirect pecuniary interest in the Company other than their Directors' fee related emoluments and their "permitted" holdings of shares in the Company, i.e. Independent Non-Executive Directors; and/or
- b) those who are not employees of the Company or the Group or affiliated with it in any other way and are not involved in the day-to-day running of the business but have pecuniary interest in the Company, either as shareholders or otherwise and whether direct or indirect, i.e. Non-Executive Directors.

6.3.2. Non-Executive Directors act as a bridge between Management, shareholders and other stakeholders. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied.

Letters of appointment for Non-Executive Directors do not set out a fixed time commitment for Board duties as the Board believes that the time required by the Non-Executive Directors may fluctuate depending on demands of the business and other events. Nevertheless, it is expected that Non-Executive Directors shall allocate sufficient time to the Company to perform their duties effectively.

6.4. The role of Independent Non-Executive Directors

6.4.1. Independent Non-Executive Directors are essential for protecting the interests of shareholders and can make significant contributions to the Company and the Group by bringing in the quality of detached impartiality.

6.4.2. The Board has adopted a definition of independence setting out the interests and relationships to be considered by the Board in assessing the independence of each Director in accordance with Paragraph 1.01 and Practice Note 13 of the Listing Requirements and the MCGG 2017.

Paragraph 1.01 &
Practice Note 13,
Listing Requirements

6.4.3. The Listing Requirements emphasise that even if a person does not fall within any of the disqualifying indicators enumerated out in Paragraph 1.01, both the Director and the Board must give effect to the spirit, intention and purpose of the definition of an Independent Non-Executive Director. There must be a conscious application of the appropriate test of whether the said Director is able to exercise independent judgment and act in the best interests of the Company and the Group.

Paragraph 1.01 &
Practice Note 13,
Listing Requirements

6.4.4. The attributes of collegial yet independent decision-making that must be vested in the Independent Non-Executive Director will be determined in part by the character of the individual and that of the whole ethos of the Board.

6.4.5. Independent Non-Executive Director shall observe the following criteria and measures

- a) An Independent Non-Executive Director is a person who is independent of Management and free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interests of the Company and the Group.
- b) The independent and objective judgement of an Independent Non-Executive Director must not be compromised by, amongst others, familiarity or close relationship with other Board members.
- c) The Board, assisted by the Nomination and Remuneration Committee shall carry out annual assessment of the independence of its Independent Non-Executive Directors and focus beyond the Independent Non-Executive Directors' background, economic and family relationships and consider whether the Independent Non-Executive Directors can continue to bring independent and objective judgment to Board deliberations.
- d) The tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years.
- e) The term of any Independent Directors in FGV Board shall not exceed three (3) years. Upon completion of three (3) years tenure, such Independent Director shall cease to be a Director, but may still be eligible for re-appointment to a maximum of nine (9) years. After a cumulative term of nine (9) years, an Independent Director shall cease to be a Director of the Company. Notwithstanding the above, the Independent Directors shall be subjected to an annual assessment on independence, as part of the Board Assessment.

Practice 4.3,
MCCG 2017

Practice 4.3,
MCCG 2017

6.4.6. A Senior Independent Non-Executive Director may be defined in several ways. The main role of the Senior Independent Non-Executive Director shall be as follows:

- a) acting as a point of contact concerns by the shareholders or any party may be conveyed;
- b) acting as the independent channel for whistleblowers to direct reports/complaints, as identified in the Company's Whistleblowing Policy; and
- c) represent the other Non-Executive Directors and to provide leadership and advice to the Board.

- 6.4.7. The Board shall assess the independence of Directors upon appointment and annually through a self-declaration process undertaken by each Independent Non-Executive Director.

6.5. The role of Group CEO

- 6.5.1. The Group CEO is responsible for implementing the programmes to achieve the Company's and the Group's goals and vision for the future, in accordance with the strategies, risk appetite, policies, programs and performance requirements approved by the Board. The position reports directly to the Board.
- 6.5.2. The Group CEO's primary objective is to seek to achieve the ongoing success of the Group through being responsible for all aspects of the management and development of the Group. The Group CEO is of critical importance to the Group in guiding the Group to develop new and imaginative ways of winning and conducting a well governed business and must possess industry knowledge and credibility to fulfill the requirements of the role.
- 6.5.3. The specific responsibilities of the Group CEO includes:
- a) Developing the strategic direction of the Group and provide directions in the implementation of short and long terms strategies and plans.
 - b) Overseeing the day-to-day operations to ensure smooth and developing the strategic direction of the Group and provide directions in the implementation of short and long terms strategies and plans.
 - c) Directing and controlling all aspects of the business operations in a cost effective manner.
 - d) Communicating the Group's mission, vision and values to all employees.
 - e) Submitting the following to the Board at each of its scheduled meetings :
 - i. summary reports on the performance and activities of the Group, in relation to the corporate strategies and risk appetite of the Group, and specific proposals for capital expenditure acquisitions and disposals; and
 - ii. such assurances as the Board considers necessary to confirm that the Management's limits are being observed.
 - f) The Group CEO shall act within all specific authorities delegated to him/her by the Board.
 - g) Executive management of the Group's business, covering, inter-alia, the development of a sustainable strategic plan, an annual operating plan and budget, performance benchmarks to gauge Management's performance, and an analysis of Management reports.

- h) Effectively overseeing the human resource of the organisation with respect to key positions in the Group hierarchy and ensuring the general well-being of employees, including the determination of remuneration as well as terms and conditions of employment for Top Management personnel and issues pertaining to discipline of all employees.
- i) Effectively representing the interest of the Group with major customers, governments and their agencies, and industries at large, to ensure general goodwill towards the Group and cooperation in planned development.
- j) Providing assistance to members of Board Committees, as required, in discharging their duties.
- k) Assisting the Chairman in organising information necessary for the Board to deal with the agenda and for providing such information to Directors on a timely basis.
- l) Assessing business opportunities of potential benefit to the Company and the Group.
- m) Responsible to propose major capital expenditure to ensure their alignment with corporate strategy economic grounds.

6.5.4. In discharging the above responsibilities, the Group CEO may delegate appropriate functions to any Executive Director.

7. APPOINTMENT, RE-ELECTION/ RE-APPOINTMENT AND REMOVAL OF OFFICE

- 7.1. The Board shall consider and decide on the appointment of a new Director upon appropriate recommendation from the Nomination and Remuneration Committee. Details on conduct and evaluation are provided in the Nomination and Remuneration Committee Terms of Reference.
- 7.2. For the assessment and selection of Directors, the Nomination and Remuneration Committee shall consider the following factors from the prospective Directors':
 - 7.2.1. skills, knowledge, expertise and experience;
 - 7.2.2. contribution and performance;
 - 7.2.3. character, professionalism and integrity;
 - 7.2.4. number of directorships and other external obligations which may affect the Director's commitment, including time commitment and value contribution; and

Paragraph 2.20A,
Listing Requirements
Practice 4.4,
MCCG 2017

- 7.2.5. in the case of candidates for the position of Independent Director, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected by Independent Directors.
- 7.3. One-third (1/3) of the Board members are required to retire at every Annual General Meeting and be subjected to re-election by shareholders.
- 7.4. Newly appointed Directors shall hold office until the next Annual General Meeting and shall be subjected to re-election by the shareholders. Section 202(3)(a)
Companies Act 2016
- 7.5. All Directors shall retire once every three years but shall be eligible for re-election.
- 7.6. Upon the appointment of a Director, the said Director shall provide to Bursa Malaysia an undertaking prescribed by Bursa Malaysia immediately and in any event not later than fourteen (14) days.
- 7.7. Any Director of FGV shall not be considered fit for directorship if the Director: Section 198(1)
Companies Act 2016
- 7.7.1. has been convicted by a court of law, whether in Malaysia or elsewhere, of an offence in connection with the promotion, formation or Management of a Company;
- 7.7.2. has been convicted by a court of law, involving fraud or dishonesty where the conviction involved a finding that the Director acted fraudulently or dishonestly; and/or
- 7.7.3. has been convicted by a court of law of an offence under the securities laws of Malaysia or the Companies Act, 1965, within a period of 5 years from the date of conviction or if sentenced to imprisonment, from the date of release from prison.
- 7.8. The office of Director shall, ipso facto, be vacated if the Director:
- 7.8.1. ceases to be a Director by virtue of the Companies Act, 2016;
- 7.8.2. becomes bankrupt or makes any arrangement or composition with his/her creditors generally during his/her term of office;
- 7.8.3. becomes prohibited from being a Director by reason of any order made under the Companies Act, 2016 or contravenes the Companies Act, 2016; Section 198, 218 & 539,
Companies Act 2016
- 7.8.4. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder during his/her term of office;
- 7.8.5. resign his/her office by notice in writing to the Company; Section 208
Companies Act 2016
- 7.8.6. removed from his/her office of Director by resolution of the Company in General Meeting of which special notice has been given; Section 208
Companies Act 2016
- 7.8.7. is absent from more than 50% of the total Board meetings held during a financial year unless approval is sought or obtained from Bursa Malaysia.

- 7.9. Where a Director is removed from office, FGV must forward to Bursa Malaysia a copy of any written representations made by the Director at the same time as copies of such representations are sent to shareholders of FGV under Section 207(3) of the Companies Act, 2016. Section 207(3),
Companies Act 2016

8. COMPANY SECRETARY

- 8.1. The Board shall ensure it is supported by a suitably qualified and competent Company Secretary, who shall, at minimum, meet the requirements of the Companies Act, 2016. Section 235,
Companies Act 2016
Practice 1.4,
MCCG 2017
- 8.2. The Board shall appoint a Company Secretary. Appointment and removal of the Company Secretary shall be subject to the Board's approval. The Company Secretary shall also be the Company Secretary of FGV Group. Section 236(1) &
Section 239
Companies Act 2016
- 8.3. The Company Secretary are responsible for the co-ordination of all Board business, including agendas, Board papers, minutes, communication with regulatory bodies and all statutory and other filings. Dissemination and observance of the Board process must accord to Section 16 of this Board Charter.
- 8.4. All Directors shall have direct access to the Company Secretary. The Company Secretary is expected to provide unimpeded advice and services to the Directors, as and when the need arises, to enhance the effective functioning of the Board and to ensure regulatory compliance.
- 8.5. The primary responsibilities of the Company Secretary include:
- 8.5.1. ensuring that Board procedures and applicable rules are observed;
 - 8.5.2. maintaining records of the Board and Board Committees and its respective meetings and ensuring effective management of the Company's records;
 - 8.5.3. preparing comprehensive minutes to document Board proceedings and ensure conclusions are accurately recorded;
 - 8.5.4. timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirement;
 - 8.5.5. carrying out other functions as deemed appropriate by the Board from time to time. timely dissemination of information relevant to Directors' roles and functions and keeping them updated on new or evolving regulatory requirement;
 - 8.5.6. assisting the Board with interpreting legal and regulatory acts related to the listing rules and international regulations and developments; and
 - 8.5.7. advising the Board on its obligatory requirements to disclose material information to the shareholders and financial markets on a timely basis.

9. AUTHORITY

- 9.1. The Board shall have the following authority to:
- a) investigate any activity or matter within its Board Charter;
 - b) acquire the resources which are required to perform its duties;
 - c) have full and unrestricted access to anyone in the Company or the Group in order to conduct any investigation and to obtain any information pertaining to the Company or the Group, including access to the Company auditors and consultants, relevant to the furtherance of the Board's duties and responsibilities;
 - d) obtain independent professional advice, as deemed necessary, to assist the Committee or any individual member of the Committee in the proper discharge of its roles, responsibilities and duties, at the expense of the Company as stated in the Standard Operating Procedure Directors Seeking Independent Professional Advice; and
 - e) meet exclusively among itself, whenever deemed necessary.
- 9.2. Where independent professional or other advice is considered necessary for the discharge of his duties and responsibilities as Director and, for the benefit of the Company, such Director shall first discuss the matter with the Chairman and, having done so, shall be free to proceed, as appropriate.

10. ROLE AND DELEGATION TO MANAGEMENT

- 10.1. The Board is responsible for the approval of strategic objectives for the business, as developed by the Group CEO, and the Group CEO is responsible for the achievement of the planned results for the FGV Group.
- 10.2. Management of the FGV Group's day to day operation is undertaken by the Group CEO, subject to the specified delegations of authority as approved by the Board.
- 10.3. Any matters or transactions beyond the delegation of authority of the Group CEO must be referred to the FGV Board for approval.

11. BOARD COMMITTEES

- 11.1. The Board has established Committees to assist the Board in exercising its roles and responsibilities.

11.2. The standing Board Committees are:

11.2.1. Audit Committee;

11.2.2. Nomination and Remuneration Committee;

11.2.3. Board Governance & Risk Management Committee;

11.2.4. Investment Committee; and

11.2.5. Board Tender Committee.

11.3. The Board may establish additional Board Committees from time to time to consider matters of special importance or to exercise the delegated authority of the Board.

11.4. The Board shall approve terms of reference of the standing and additional Board Committees including the terms of reference of the Subsidiary Boards, which shall set out the roles and responsibilities of each Board Committee, having regard to its membership and composition against skills and experience.

11.5. The Board shall receive and be informed of the key matters discussed at the respective Board Committee meetings.

11.6. The existence of the Board Committees and Subsidiary Boards does not diminish the FGV Board's ultimate responsibility over the functions and duties of these Board Committees and Subsidiary Boards.

12. MEETINGS

12.1. Frequency and attendance

12.1.1. The Board shall meet sufficiently regularly to discharge its duties effectively. The Board shall have at least six (6) regularly scheduled meetings in each financial year, or more frequently as circumstances dictate.

12.1.2. The Chairman is responsible, in consultation with the Group CEO and the Company Secretary, for the conduct of all Board meetings. This includes being satisfied that the agenda items are comprehensive, appropriate and ensure that recommendations fit within the strategic direction set by the Board.

12.1.3. In addition to the regular scheduled meetings, the Chairman shall call a meeting of the Board if so requested by any member of the Board. Resolutions of the Directors at a meeting or adjourned meeting of the Directors shall be adopted by a majority of votes of all Directors present. In the event matters requiring Board's decision arise between meetings, such matters shall be resolved through circular resolution which shall be supported by relevant papers setting out details of the subject matters. The Board members may obtain more information from Management and

express their views or points by facsimile, electronic mail or any other means of telecommunication before arriving at a decision on the subject matter. All such resolutions shall be submitted for confirmation at a meeting of the Board following the passing of the circular resolutions.

12.1.4. If a member of the Board is unable to be physically present, the member may choose to participate via video or tele-conferencing.

12.1.5. Members of Top Management may be invited to attend selected Board meetings, but not necessarily for the full duration of the meeting.

12.2. Notice and agenda

12.2.1. Unless otherwise determined by the Directors, five (5) business days notice of all Board meeting shall be given to all Directors and their Alternate Directors, except in the case of an emergency, where reasonable notice of the meeting shall be sufficient.

12.2.2. The Chairman shall ensure that proper agenda is prepared for the Board meeting.

Practice 1.2,
MCCG 2017

12.2.3. The Chairman, in conjunction with the Company Secretary, shall assess the type of information needed to be supplied to the Board and the contents of the agenda. The agenda shall include, amongst others, matters specifically reserved for the Board's decision.

12.2.4. The agenda and relevant papers for the Board meeting must be issued at least five (5) business days prior to each of the Board meeting to allow sufficient time for Directors to consider the relevant information.

12.3. Quorum

12.3.1. In order to form a quorum for the meeting, at least three (3) members of the Board must be present at the meeting, with a majority of Independent Non-Executive Directors.

12.3.2. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

12.4. Minutes

12.4.1. The discussions and conclusions of the Board meetings shall be minuted, in a clear, accurate (reflect the deliberations and decisions), consistent, complete and timely manner. The minutes shall record the deliberation, in terms of the issues discussed, and the conclusions thereof.

Practice 1.5,
MCCG 2017

12.4.2. The draft minutes shall be tabled at the following meeting for confirmation and signing.

12.4.3. The minutes shall be entered into the minutes Register kept by the Company Secretary together with the attendance sheet.

12.4.4. Keeping of the minutes must comply with the requirements of relevant law and regulations, e.g. Companies Act, 2016 and Income Tax Act, 1967.

12.4.5. Reproduction of any part of the minutes can only be performed through/by the Company Secretary.

13. INDUCTION PROCESS & DIRECTORS' TRAINING PROGRAMME

13.1. The objective of the induction process and training programme is to provide Directors with a rapid and clear insight into the Group as well as keeping them abreast with development in the market place pertaining to the oversight function of Directors. This shall enable the Directors to discharge their duties and responsibilities effectively.

13.2. An induction is a formal induction or orientation programme on the overview of the Company including the Company's vision and mission, philosophy and nature of business, aspirations and business plan organised for newly appointed Director at the earliest opportunity upon his/her appointment.

13.3. Nevertheless, a newly appointed Director may wish to waive the need for a formal induction and in this regard induction may include the following:

13.3.1. time with other Directors to enable further insights and knowledge of the Company, in particular with the Chairman and the Company Secretary;

13.3.2. presentation/briefing by key management personnel;

13.3.3. visits to key operational sites within the Group;

13.3.4. attendance at additional Board or Board Committee meetings as circumstances warrant during a given year. As in-depth knowledge of the particulars of the Company's/the Group's business is vital for each Director. Management is encouraged to structure Board or Board Committee meetings to allow direct involvement and review of operational activities (for example, by holding Board meetings in field operations and including market/business activities in the Board meetings);

13.3.5. furnishing of a copy of the previous Board minutes for at least the past six (6) months; and

13.3.6. such other activities as may be deemed relevant and recognised by the Board.

13.4. Newly appointed Directors are to be provided with Board Kit i.e. Board Information Pack which shall contain the Board Charter, Terms of Reference of Board Committees and Group Management Committee, Directors Code of Ethics and Conduct, Directors Code of Business Practice and other relevant documents.

- 13.5. Directors are required to undergo the Mandatory Accreditation Programme ("MAP") under the requirements of Bursa Malaysia. In addition, Directors are required to attend relevant training courses/seminars at periodic intervals to keep them abreast with development pertaining to the oversight function of Directors as well as updates on technical matters, for example financial reporting standards, tax budgets, etc. The Nomination and Remuneration Committee in association with the Chairman shall decide on the continuous education training programme for Directors. Practice Note 5,
Listing Requirements
- 13.6. Directors are strongly encouraged to undergo training to equip themselves to effectively discharge their duties as a Director and for that purpose he/she ensures that he/she attends such training programmes. Paragraph 15.08(1) and (2),
Listing Requirements
- 13.7. Coordinated by the Nomination and Remuneration Committee, the Board collectively, shall evaluate/assess and determine the training needs of each Director ("Directors Training Needs") and decide on the type of training that may be required for effective and efficient discharge of Directors' duties and responsibilities. Paragraph 15.08(2),
Listing Requirements
- 13.8. The guidelines for the Directors Training Needs are as follows :
- 13.8.1 Each Director is required to attend at least one (1) training in a financial year. Trainings may include the following :
- a) Induction;
 - b) MAP;
 - c) In-house training programme;
 - d) Completing post-graduate courses;
 - e) Courses attended by Directors as members of professional bodies;
 - f) Attendance as a participant or as a speaker/lecturer at external training programme i.e. courses, seminars, conference or workshops including those that are conducted online; and
 - g) Writing of books, articles or papers on relevant topics that have been published or completed as dissertation for a post-graduate course.
- Directors who have completed any of the above trainings must submit supporting documents as evidence of attendance or written confirmation of attendance for the records of the Company Secretary.
- 13.8.2 The subject matter of training must be one that aids the Director in the discharge of his/her duties as a Director and may include the following: Paragraph 15.08(2),
Listing Requirements
- a) Specific industry experience and knowledge related to the business of the Group;
 - b) Accounting, Finance Audit and Taxation;
 - c) Corporate Governance;
 - d) Risk Management and Internal Controls;
 - e) Legal, Regulatory Requirements and Public Policy;

- f) Ethics and Integrity;
- g) Mergers & Acquisitions;
- h) Human Capital Management;
- i) Information Technology;
- j) Quality Assurance;
- k) Environment;
- l) Other subject matter deemed relevant by the Board.

13.8.3 Identify areas in which each individual Director may enhance based on the outcome of the Board Assessment.

13.9. The costs of the MAP and/or Directors' trainings shall be borne by the Company.

13.10. The Company Secretary shall compile brochures received on public seminars/courses/conferences/workshops and send to Directors at regular intervals. The Directors may also inform the Company Secretary if they are interested to attend any training.

13.11. Status of Directors' training would be compiled and reported regularly to the Nomination and Remuneration Committee and to the Board.

13.12. A statement on the trainings attended by Directors which include a brief description on the type of trainings that the Directors have attended for the financial year and assessment of the Directors Training Needs of each Director undertaken by the Board must be disclosed in the Company's Annual Integrated Report. In exceptional circumstances where any Director has not attended any training during the financial year, valid justifications for the non-attendance of such Director must also be disclosed.

Paragraph 15.08(3),
Listing Requirements

14. DIRECTOR'S EXTERNAL COMMITMENT

14.1. Directors shall devote sufficient time to carry out their responsibilities. The Board shall obtain this commitment from its members at the time of appointment and to formalize this commitment through the Letter of Appointment. All Directors are expected to commit time as and when required to discharge his duties and responsibilities, besides attending meetings of the Board and Board Committees.

14.2. Directors shall notify the Chairman before accepting any new directorships and the notification shall provide for an indication of time that will be spent on the new appointment

14.3. A Director of the Company or the Group shall not hold more than five (5) directorships in listed issuers, as stipulated by the Listing Requirements.

Paragraph 15.06,
Listing Requirements

15. RELATIONSHIP WITH SHAREHOLDERS AND STAKEHOLDERS

Practice 11.1,
MCCG 2017

15.1. The Board shall maintain an effective communications policy that enables both the Board and Management to communicate effectively with shareholders, stakeholders and the general public.

15.2. It is the role of the Board to ensure that the Annual General Meeting ("AGM") and Extraordinary General Meeting ("EGM") of the Company are conducted in an efficient manner and serve as crucial mechanisms in shareholder communications. Key ingredients behind this include the supply of comprehensive and timely information to shareholders and the encouragement of active participation at the AGM and EGM. The Board shall focus its efforts on the following practices to enhance the effectiveness of General Meeting:

Practice 12.1,
MCCG 2017

15.2.1. ensure that each item of special business included in the notice is accompanied by a full explanation of the effects of the proposed resolution;

15.2.2. for re-election and re-appointment of Directors, ensure that the notice of meeting states which Directors are standing for re-appointment or re-election, with a brief description including matters such as age, relevant experience, list of directorships, date of appointments to the Board, details of participation in Board Committees and whether a particular Director is independent;

15.2.3. ensure that the Chairman provides reasonable time for discussion at the meeting. Where appropriate, the Chairman shall also undertake to provide the enquirer with a written answer to any significant question which cannot be answered immediately;

15.2.4. ensure that substantive resolutions, including, but not limited to, related party transactions is considered by poll and announce the detailed results the votes cast for and against each resolution. The Chairman shall also inform shareholders of their right to demand a poll vote at the commencement of the General Meeting; ensure that there is a channel of communication through the Company Secretary on feedback and queries from shareholders;

Paragraph 10.08(7A),
Listing Requirements
Practice 12.3,
MCCG 2017

15.2.5. ensure the Chairman of the Board is the Chairman for all General Meetings; and

15.2.6. ensure that the Company publishes these measures as listed above, on its corporate website in a dedicated Corporate Governance section.

16. REPRESENTATION OF THE COMPANY

16.1. The Board shall have the relevant corporate disclosure policies and procedures to ensure comprehensiveness, accuracy and timeliness in managing communication of information to investors, other stakeholders and the public orderly and

effectively, while adhering to relevant laws and regulatory requirements. These policies and procedures shall ensure compliance with the relevant disclosure requirements as enumerated in the Listing Requirements.

- 16.2. The Company shall consider the use of information technology in communicating with stakeholders, including a dedicated section for Investor Relations in the corporate website. This section shall provide information such as, amongst others, the Group's performance, corporate strategy and other matters affecting shareholders' interests. The Company's dedicated section for corporate governance shall include information such as the Board Charter, rights of shareholders and the Company's Annual Integrated Report.

Practice 11.1,
MCCG 2017

17. BOARD PERFORMANCE

- 17.1. On an annual basis, the Board, with the assistance of the Nomination and Remuneration Committee, shall on an annual basis conduct an assessment on the Board as a whole, the Board Committees and individual Directors, which includes an assessment on the independence of Independent Directors ("Board Assessment"). Reference shall be made to the Nomination and Remuneration Committee Terms of Reference and FGV Board Nomination and Election Policy and Procedures for specific details.

Practice 5.1,
MCCG 2017

Paragraph 15.08A(3)(c),
Listing Requirements

18. ETHICAL STANDARDS

- 18.1. Board members are expected to observe the highest standards of ethical behavior.
- 18.2. The Directors' Code of Ethics and Conduct and Directors' Code of Business Practice, shall be read in conjunction with this Board Charter.
- 18.3. The Board supports and encourages policies within FGV Group which require Directors and employees to observe high standards of personal integrity and display honesty in their dealings.
- 18.4. All members of the Board shall safeguard all internal communications and treat them as strictly private and confidential, and for the use of Board members only unless officially published.

Practice 3.1,
MCCG 2017

19. CONFLICTS OF INTEREST & RELATED PARTY TRANSACTIONS

- 19.1. Directors are expected to avoid any action, position or interest that conflicts with an interest of the FGV Group, or gives the appearance of a conflict.
- 19.2. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract or any matter under discussion by the Board with the Company shall declare the Director's interest in accordance with the Companies Act, 2016 and the Capital Markets and Services Act, 2007. The interested Directors

Section 340,
Capital Markets and
Services Act, 2007

concerned shall abstain from the said discussion and shall not be physically present during the said discussion. The interested Directors shall abstain and excuse themselves from the Board meeting during the said discussions or deliberations. The interested Directors shall not be included in the voting process.

- 19.3. Any Director or invited participant, including Independent Advisors, with conflicting interest shall abstain from the said discussion and shall not be physically present during the discussion. The interested Director and/ or invited participant, including Independent Advisors, shall abstain and excuse himself/herself from the Board meeting during discussions or deliberations of the related matter. The conflicted Directors shall not be included in the voting process.
- 19.4. The Chairman shall exercise his/her right to request those who are in attendance to leave the room if matters discussed are confidential or the deliberation may be impaired due to the presence of interested individuals.
- 19.5. Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company and the Group.
- 19.6. The Company Secretary shall maintain a register of dealings in securities and declarations of interest by Directors and report them to the Board as necessary.
- 19.7. Related party transactions, which include any financial transaction and/or conflict of interests between a Director or officer and the Group, shall be reported at each Board meeting.
- 19.8. The Company Secretary shall facilitate the Directors' annual Independence and Conflict of Interests Declarations, which allow the Directors to perform an annual self-declaration on independence (i.e. for Independent Non-Executive Directors) and conflict of interest (i.e. for all Directors). This exercise may constitute part of the Board Assessment.

20. REVIEW OF BOARD CHARTER

- 20.1. The Board Charter shall be reviewed periodically, as and when required especially when there are changes to the Listing Requirements, the MCG 2017, and Companies Act, 2016 or at least once every three (3) years. This review shall be facilitated by the Company Secretary, Head of Group Governance & Risk Management and Group Chief Internal Auditor.
- 20.2. The Board shall periodically review and update the Board Charter in accordance with the needs of the Company and Group and any new regulations that may have impact on the discharge of the Board's responsibilities.
- 20.3. Any updates to the principles and practices set out in this Board Charter shall be made available on the corporate website.

Practice 2.1,
MCG 2017