

## **BOARD CHARTER**

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### **Introduction**

The Board of Directors (“Board”) is responsible for ensuring the conduct of affairs of the Group is carried out in an ethical, fair and transparent manner. This Board Charter sets out the roles and responsibilities of the Board of BLD Plantation Bhd. (“BLDP” or “the Company”) in accordance with the principles of the Malaysian Code on Corporate Governance.

### **Authority**

The Board shall have the authority to act from the Memorandum and Articles of Association of the Company and subject to the prevailing laws and regulations governing companies in Malaysia.

### **Board Committee**

The Board is assisted by the Board Committees in the discharge of their duties and responsibilities:-

- (i) Audit Committee
- (ii) Remuneration Committee
- (iii) Nominating Committee

The Chairman of the respective Committees will report and update the Board on significant issues and concerns discussed and make recommendations to the Board, as appropriate.

### **Roles and Responsibilities**

The Board is responsible for the following:

1. Review, adopt and monitor the overall strategic business plan of the Group
2. Identify, mitigate and manage principal risks affecting the Group
3. Review the adequacy of internal control system
4. Oversee and evaluate the conduct and performance of the Group’s businesses and operations
5. Approve major capital expenditure, investments and divestment as well as material acquisitions and disposals of undertakings and properties
6. Ensure compliance and carry duties of the Board in accordance with the relevant provisions of the Bursa Securities
7. Ensure programmes are in place for succession planning of the Board and top management

## **Board Composition**

The number of Directors of the Company shall not be less than two (2) directors.

The Board is structured by a well-balanced composition made up from a total of five (5) Directors: two (2) Executive Directors, two (2) Independent Non-Executive Directors and one (1) Non-Executive Director, which is in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad addressing the number of independent director must be at least 2 directors or 1/3 of the Board, whichever is the higher.

The company's Articles of Association ("Articles") provides that the Company may from time to time by ordinary resolution passed at a general meeting to increase or decrease the number of Director and may also determine in what rotation the increased or decreased number is to retire from office.

## **Board Meeting**

Meeting of the Board are convened at quarter intervals with additional meetings to be convened, whenever deemed necessary.

The quorum for each meeting shall comprises two (2) Directors of the Company.

The agenda and board papers are circulated to all Directors at least 5 days in advance of the meeting to allow the Directors to have sufficient time to consider the relevant information and provide constructive inputs on matter for discussion and decisions.

## **Appointment, Re-appointment and Re-election of Board Members**

All appointment of new member of the Board is subject to the Board's discretion after considering the recommendations by the Nominating Committee. In accordance with the Articles, any newly appointed Director shall retire from office at the annual general meeting following their appointment and are eligible for re-election.

The Articles provide that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. The re-election of Directors provides an opportunity for shareholders to reassess the composition of the Board.

## **Continuous Training and Development of Directors**

All newly appointed Directors are required to attend the Mandatory Accreditation Programme pursuant to Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company provides orientation programme for new Directors to familiarise

themselves with the various operations of the Group. The Board strongly believes that continuous training is important to aid in the discharge of their fiduciary duties. All Directors are encouraged to attend training programmes and seminars to broaden their perspectives and to keep them abreast with regulatory and corporate governance developments.

### **Responsibilities of Company Secretary**

The Directors are regularly being updated and advised by the Company Secretary on new statutory as well as applicable regulatory requirements relating to the duties and responsibilities of Directors.

The Company Secretary, in consultation with the Executive Chairman and Executive Director, issues agenda for each Board meeting together with the papers relating to the agenda items. Company Secretary is responsible to ensure that Board procedures are followed and that applicable rules and regulations are complied with.

### **Communication with Shareholders**

The Board promotes effective communication and proactive engagements with its shareholders and institutional investors through timely release of the Company's annual report, quarterly financial results, corporate proposals and other required announcements. Announcements made through Bursa LINK are available at the Company's website at [www.bldpb.com.my](http://www.bldpb.com.my) and Bursa Malaysia Securities Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

An important forum for communication and dialogue with shareholders is the general meeting where shareholders are encouraged to participate at the general meeting and accorded the opportunity to demand for poll voting and raise relevant questions on the agenda of the general meeting.

### **Code of Ethics**

To facilitate good business ethics and enhance the standard corporate governance, the Board observes the Company Directors' Code of Ethics which was established by the Companies Commission of Malaysia.