



management & development co. ltd.

TERMS OF REFERENCE OF THE COMPANY SECRETARY

The Company Secretary is responsible for:

- (a) Ensuring that the organization complies with its constitution and all relevant statutory and regulatory requirements, as well as the code of ethics and rules established by the board;
- (b) Providing the board as a whole and directors individually with detailed guidance as to how their responsibilities should be properly discharged in the best interests of the organization;
- (c) Developing the agenda of the board and board committee meetings, if any, in consultation with the Chairperson and the Chief Executive Officer;
- (d) Circulating agendas and any supporting papers in good time;
- (e) Ensuring the presentation of high-quality information to the board and its committees;
- (f) Checking that a quorum is present at meetings;
- (g) Taking minutes of board meetings and circulating the draft minutes to all members;
- (h) Ensuring that meetings and resolutions of the board are properly held and passed in accordance with the company's constitution;
- (i) Ensuring board decisions relevant to the functions of the Company Secretary are executed;
- (j) Ensuring that the procedure for the appointment of directors is properly carried out;
- (k) Assisting in the proper induction of directors;
- (l) Providing comprehensive practical support and guidance to directors both individually and collectively with particular emphasis on supporting the non-executive directors.

The Company Secretary should:

- (a) Ensure compliance with all relevant statutory and regulatory requirements ;
- (b) Report to the Chairperson on all board governance matters.

The Company Secretary should also:

- (a) Communicate with shareholders, as appropriate, to ensure that due regard is paid to their interests;
- (b) Act as a primary point of contact for all shareholders and proxy voting/corporate governance advisers.

Adopted on 19 June 2019.