

CAUDAN
DEVELOPMENT



**POSITION STATEMENTS
FOR
CHAIRPERSON OF THE BOARD
CHAIRPERSON OF THE BOARD COMMITTEES
CHIEF EXECUTIVE OFFICER
COMPANY SECRETARY**

CONTENTS

CHAIRPERSON OF THE BOARD OF CAUDAN DEVELOPMENT LIMITED	3
CHAIRPERSON OF THE AUDIT & RISK MONITORING COMMITTEE OF CDL	5
CHAIRPERSON OF REMUNERATION, CORPORATE GOVERNANCE AND ETHICS COMMITTEE CDL	6
CHIEF EXECUTIVE OFFICER	7
COMPANY SECRETARY	9

CHAIRPERSON OF THE BOARD OF CAUDAN DEVELOPMENT LIMITED

The Board of directors of Caudan Development Limited (“CDL” or the “Company”) has adopted a position description for the Chairperson who is elected by his or her fellow directors and may be an independent director. He/she should be a firm, objective and open-minded leader, assuming his/her role by bringing independence of mind and intellectual honesty. Apart from being fully conversant with the key networks of the organisation and having sound knowledge of the activities of the organisation work, the Chairperson is expected to be impartial and objective so as to support or take the right decisions concerning the organisation.

The main duties of a Chairperson can be summarised under the following areas:

➤ **Strategy and Management of the Company**

- To ensure that the Board is effective in its tasks of setting and implementing the company’s direction and strategy.
- To co-ordinate the Committees to ensure that appropriate policies and procedures are in place for the effective management of the organisation.
- To ensure that the decisions of the Board are executed.
- To sign the Statement of Compliance to be filed with the Financial Reporting Council along with a director to confirm whether the Company has complied fully, partially or has not complied with the Code of Corporate Governance.

➤ **Leadership**

- To provide overall leadership to the Board, be impartial and resolve differences in the most constructive way, whilst encouraging and ensuring the active participation of all directors in discussions and Board matters.
- To participate in the selection of the Board members whilst ensuring that the Board has an appropriate mix of competencies, experience, skill and independence.
- To provide support and supervision to the CEO/Managing Director.

➤ **Presiding and conducting meetings**

- To set the agenda for Board meetings, therefore giving the meetings their direction and scope.
- To preside over the Board meetings and shareholders meetings of the company and to ensure the smooth functioning of the Meetings.
- To ensure that Board meetings take place regularly and that all the relevant information and facts are placed before the Board to enable the directors to reach informed decisions.
- To ensure that each meeting is planned effectively, conducted according to the constitution and that matters are dealt with in an orderly, efficient manner.
- To ensure that proper minutes are taken and sign the minutes of Board meetings and shareholders’ meetings jointly with the Secretary. Minutes which have been signed correct by the Chairperson of the meeting are prima facie evidence of the proceedings.

➤ **Relations with Shareholders**

- To act as the Company’s leading representative and be the spokesperson at functions and meetings to present the aims and policies of the Company.

- To maintain sound relations with the Company's shareholder/s, ensuring that the effective communication and disclosures are being carried out.
- To ensure that all directors be made aware of the main concerns of the major shareholders and key stakeholders and that their views be communicated to the Board as a whole.

➤ **Induction, Development, Succession and Performance Evaluation**

- To ensure that newly appointed directors participate in an induction program with the support of the Company Secretary.
- To ensure that the development needs of the directors are identified and appropriate training is provided to continuously update the skills and knowledge of the directors so that they fulfil their role on the Board and its committees.
- To identify the development needs of the Board as a whole to promote its effectiveness as a team.
- To oversee a formal succession plan for the Board, CEO/Managing Director and certain senior management positions, in collaboration with the Remuneration, Corporate Governance and Ethics Committee.

CHAIRPERSON OF THE AUDIT & RISK MONITORING COMMITTEE OF CDL

The Board of directors of the Company (the “Board”) has adopted a position description for the Chairperson of the Audit & Risk Monitoring Committee (the “AC”). The Chairperson of the AC, appointed by the Board, shall be independent and is responsible to effectively manage the affairs of the AC and ensure that the AC is properly organised and functions efficiently.

The primary responsibilities of the Chairperson of the Audit Committee are:

➤ **Meetings**

- To determine the frequency and dates of meetings of the AC in consultation with the company secretary.
- To set the agendas of the AC with the support of the company secretary.
- To chair meetings of the AC and encourage a free and open discussion at the meetings.
- To attend meetings of shareholders as far as possible to respond to questions from shareholders directed to the Chairperson of the AC.

➤ **Management**

- To effectively manage the affairs of the AC and ensure that the AC is properly organised and functions efficiently.
- To ensure that there is an effective relationship between management and the members of the AC.
- To ensure that all required business is discussed and all items requiring the AC’s approval are appropriately tabled.
- To ensure that procedures are established to assess the risk management framework and determine whether the framework in place is functioning effectively.
- To ensure that required reports from senior management related to all type of risks affecting the Company are obtained regularly and in a timely manner.
- To assess the AC annually and take the measures to correct the weaknesses spotted by the assessment.
- To carry out any special assignments or any functions as requested by the Board.

➤ **Communication and Reporting**

- To ensure there is proper flow of information to the AC.
- To ensure effective communication with External and Internal Auditors.
- To report to the Board any significant departure from the set risk exposure limits and from compliance with regulations and internal policies.
- To report to the Board on the matters reviewed by, and on any decisions or recommendations of the AC at the next meeting of the Board following any meeting of the AC.

CHAIRPERSON OF REMUNERATION, CORPORATE GOVERNANCE AND ETHICS COMMITTEE CDL

The Board of directors of the Company (the “Board”) has adopted a position description for the Chairperson of the Remuneration, Corporate Governance and Ethics Committee (RCGEC). The appointment of the Chairperson of the RCGEC is approved by the Board and his/her primary responsibilities are:

➤ **Meetings**

- To determine the frequency and dates of meetings of the RCGEC in consultation with the Chairperson of the Board and the CEO/Managing Director.
- To chair meetings of the RCGEC.
- To set the agenda for meetings of the Committee in conjunction with the CEO/Managing Director.
- To attend meetings of shareholders as far as possible to respond to questions from shareholders pertaining to nomination, remuneration, corporate governance and ethics issues.

➤ **Management**

- To effectively manage the affairs of the RCGEC and ensure that adequate time is allowed for the discussion of issues.
- To ensure that matters requiring the RCGEC’s consideration are discussed and all items requiring the RCGEC’s approval are appropriately tabled.
- To promote a culture whereby all members’ contributions are encouraged and valued.
- To promote a culture of transparency and good Corporate Governance with respect to nominations and remuneration policy.
- To ensure that Corporate Governance practices are applied throughout the Group.
- To review periodically with the support of the company secretary whether the governance processes for example Board and committee evaluation are fit and consider any improvements or initiatives that could strengthen the governance of the company.
- To assess the RCGEC annually and take the measures to correct any weaknesses spotted by the assessment.

➤ **Communication and Reporting**

- To ensure the proper flow of information to the RCGEC.
- To report to the Board on the matters reviewed by, and on any recommendations of the RCGEC at the next meeting of the Board following any meeting of the RCGEC.
- To report to the Board whether the Company/Group has complied fully or partially with the Code of Corporate Governance.

CHIEF EXECUTIVE OFFICER

The Board of directors of Caudan Development Limited (“CDL” or the “Company”) has adopted a position description for the Chief Executive Officer/Managing Director (“CEO”). As at the date of this statement, Promotion and Development Ltd (PaD), the holding company of CDL serves CDL as manager of the undertaking. The CEO of PAD shall for all intents and purposes act as the CEO of CDL and is responsible for leading the elaboration and execution of the Company’s long term strategy geared towards increasing return for shareholders. As such the CEO oversees the various functions of CDL and its subsidiaries (collectively the “Group”) which include, inter alia, compliance, finance, human resources, legal, marketing, sales and operations. The CEO also acts as the main point of communication between the Board and the management. The key responsibilities of the CEO of CDL are set out as follows:

➤ **Setting the Strategy and Direction**

- To drive, in conjunction with the Board, the elaboration of the CDL Group’s vision and strategy.
- To oversee the implementation of the CDL Group’s long and short term plans in line with its strategy.
- To set the direction and oversee the operations of all the subsidiaries of the Group.
- To recommend Group policies to the Board.

➤ **Support and assistance to the Board**

- To support Board during orientation and self-evaluation.
- To sit on committees of the Board where appropriate as determined by the Board.
- To ensure that the executive team reports in an accurate, timely and clear manner.
- To maintain a dialogue with the Chairperson on the important and strategic issues facing the Group, and to propose Board agendas to the Chairperson which reflect these.
- To ensure that the development needs of the executive directors and other senior management reporting to them are identified and endeavoured to be met.
- To provide information and advice on succession planning of management team, to the Chairperson, the Remuneration, Corporate Governance and Ethics Committee, and (as applicable) members of the Board.

➤ **Management of the Company and its Subsidiaries**

- To decide and guide courses of action in operations of the different subsidiaries of the Group.
- To ensure the Company and all the subsidiaries are appropriately organised and staffed.
- To manage the financial resources of the Group.
- To ensure the Company meets the needs of all stakeholders.

➤ **Risk and Control**

- To assess the principal risks of the different subsidiaries of CDL and to ensure that these risks are being monitored and managed.
- To ensure effective internal controls and management information systems are in place throughout the Group.
- To ensure that expenditures of the Company and its subsidiaries are within the authorised annual budget.

- To ensure that the Company and all its subsidiaries have appropriate systems to enable them to conduct their different activities both lawfully and ethically.

➤ **Compliance**

- To monitor that the Company and all its subsidiaries are abiding to specific internally established control systems, to procedures set by relevant authorities and to legal framework and that good governance principles are adhered to throughout the Group.
- To encourage all employees to conduct their activities in strict accordance with the Group's standards and policies, including its code of ethics, environmental, safety and health policies.

➤ **Communication**

- To act as a direct liaison between the Board and Management of the Company and the different subsidiaries of the Group and communicate to the Board on behalf of Management.
- To communicate effectively with shareholders, employees, regulatory authorities, investors, other stakeholders and the public.
- To ensure the integrity of all public disclosures by the Company.

COMPANY SECRETARY

The Board of directors of Caudan Development Limited (“CDL” or the “Company”) has adopted a position description for the Company Secretary of the Company. The responsibilities of the Company Secretary as approved by the Board of directors (the “Board”) are set out below.

➤ **Compliance**

- To ensure that the organisation complies with its constitution, all relevant statutory and regulatory requirements, codes of ethics and procedures established by the Board.
- To inform the Board of all legislations relevant to or affecting meetings of shareholders and directors.
- To continually review developments in corporate governance.

➤ **Board members - Appointment, Guidance and Development**

- To ensure that procedures for the appointment of directors are properly undertaken.
- To facilitate the proper induction of directors into their role.
- To provide the Board as a whole and directors individually with guidance as to their roles and responsibilities, advising and assisting the directors with respect to their duties and responsibilities, in particular compliance with prevailing regulations.
- To act as a channel of communication and information for non-executive directors.
- To assist the Chairperson in governance processes such as Board and committee evaluation.

➤ **Meetings of the Company**

- To prepare the agenda of Board, Board committees and shareholders’ meetings in consultation with the Chairperson and the CEO and circulating the agendas and supporting documents in a timely manner.
- To ensure that there is a quorum for meetings.
- To take minutes of Board/Annual meetings and circulate draft minutes to all members and ensuring that minutes of proceedings of Board meetings and meetings of shareholders as well as resolutions of the Board are properly maintained.
- To ensure that Annual and Special Meetings of Shareholders are held in accordance with the requirements of the Companies Act and the Company’s Constitution.
- To ensure that proxy forms are correctly processed and that the voting process whenever applicable is carried out correctly at meetings of shareholders.

➤ **Communication with Shareholders**

- To ensure that the shareholders’ interests are taken care of and act as a primary point of contact for all shareholders.
- To communicate with shareholders and arrange payment of dividends and/or interest, issuing documentation regarding corporate events being undertaken by the company such as rights and bonus issues and maintaining good shareholder relations.