

BOARD OF DIRECTORS CHARTER

Department: Company Secretariat

Date: 27 December 2018

Contents

- 1. DOCUMENT INFORMATION AND HISTORY.....3
- 2. STATEMENT OF POLICY4
- 3. BOARD COMPOSITION4
- 4. BOARD COMMITTEES.....6
- 5. MEETINGS OF THE BOARD AND COMMITTEES6
- 6. DUTIES AND RESPONSIBILITIES OF THE BOARD8
- 7. ADMINISTRATIVE MATTERS13

1. DOCUMENT INFORMATION AND HISTORY

Document Owner	Company Secretary
Approved By & Date (Board of Directors)	Board of Directors 27 December 2018
Reviewed By & Date (Board Committee)	Board Nominations and Remuneration Committee 26 December 2018
Document Version	3.0
Date of Last Revision	15 November 2016
Effective Date	27 December 2018

Date	Version	Change Reference
20 November 2014	1.0	New
15 November 2016	2.0	Revised contents in line with Bank Negara Malaysia's Policy Document on Corporate Governance.
27 December 2018	3.0	Editorial changes on items no. 3.4, 3.5, 6, 6.1, 6.2, 6.3, 6.5, 6.6 & 7.4 to provide clarity and align with Group's Board Charter.
		Edited footnote to item no. 3.3 - sets out additional clarification, following the full definition of Independent Non-Executive Director as provided in the Bank Negara Malaysia's Policy Document on Corporate Governance.
		Added new footnotes to item no. 3.6 - the definition on "cessation" following the BNM Letter on "2017 Composite Risk Rating of Great Eastern Life Assurance (Malaysia) Berhad" dated 27 April 2018; and to item no. 6.1 - referring to the Company's Authority Grid and Schedule of Frameworks, Policies and Charters.

2. STATEMENT OF POLICY

The Board of Directors (“Board”) of Great Eastern Life Assurance (Malaysia) Berhad (the “Company”) provides Board oversight on the management of the business and affairs of the Company. The prime stewardship responsibility of the Board is to ensure the viability of the Company and that it is managed in the best interest of the Shareholders as a whole while taking into account the interests of other stakeholders.

3. BOARD COMPOSITION

3.1 Selection of Members

The Board Nominations and Remuneration Committee (“BNRC”) maintains an overview of the desired size of the Board, the need for recruitment and the criteria and skill sets expected of the new directors.

The BNRC recommends and assesses the nominees for directorship, the Directors to fill Board Committees, as well as assessing Directors proposed for re-appointment to the Board for approval. The assessment will include, but not be limited to, contribution, commitment, dedication, and continued relevance of criteria and skill sets. The appointments/re-appointments shall be subject to the approval of the Bank Negara Malaysia (“BNM”).

The Board, through the BNRC, will regularly review the succession plans for the Board to promote board renewal and address any vacancies.

3.2 Membership Criteria

Board Members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the region in which the Company operates, including the ability to provide stewardship over the Company’s business.

To ensure the effectiveness of the Board, the desired competencies knowledge or experience of members should include but not be limited to insurance, banking, accounting, finance, investment and asset management including real estate and property, law, marketing, information technology, strategy formulation, business acumen, management experience and depth, understanding of industry and customer, and familiarity with the relevant regulatory requirements and knowledge of risk management.

3.3 Independent Non-Executive Directors

As determined by the BNRC and the relevant legislation and regulations, the Board shall comprise a majority of Independent Non-Executive Directors¹.

¹ An Independent Non-Executive Director is one who is independent in character and judgment, and free from associations or circumstances that may impair the exercise of his independent judgment; and he or any person linked to him is independent

The removal or resignation of an Independent Non-Executive Director requires the prior written approval of BNM.

3.4 Chairman

The Board shall appoint its Chairman from among the Company's Non-Executive Directors.

The Chairman of the Board is the primary channel between the Board and Management. He ensures that the Board is kept apprised of relevant matters and Board approval is sought when needed. In addition, the Chairman is responsible for leading the Board for effective functioning of the Board by ensuring that appropriate procedures are in place to govern the Board's operation; decisions are taken on a sound and well-informed basis, including by ensuring that all strategic and critical issues are considered by the Board, and that all Directors receive the relevant information on a timely basis; encouraging healthy discussion and that dissenting views can be freely expressed and discussed; and lead efforts to address the Board's developmental needs.

To ensure the proper separation of governance from Management, two different individuals perform the roles of the Chairman and the Chief Executive Officer respectively, with clear division of responsibilities between them.

3.5 Term of Directors

The Directors are elected by the Shareholders at the Annual General Meeting ("AGM"). The Company's Constitution provide for one-third of the Directors to retire by rotation at each AGM, and retiring Directors are eligible for re-election.

Directors will serve a tenure of 2 terms of 3 years each if they are below 70 years old and a tenure of 1 year if they have exceeded this age. The Board, through the BNRC, has the discretion to extend the tenure of the Director if it deemed this to be in the best interests of the Company.

All appointments and re-appointments of Directors have to be approved by the BNM and subject to a specified term from the effective date of appointment/re-appointment.

3.6 Cessation from Office²

Where a Director, as the case may be –

- a) becomes disqualified under Section 59(1) of Financial Services Act 2013; or
- b) no longer complies with any of the fit and proper requirements as may be specified by BNM under Section 60 of Financial Services Act 2013,

the Director shall immediately cease to hold office and act in such capacity.

from Management, business relationships and substantial shareholder of the Company or any of its affiliates, and has not served on the Board for a continuous period of 9 years or longer.

² Sections 61 and 62 of Financial Services Act 2013.

Any cessation³ of Director shall be notified to BNM together with reasons for the cessation, within 7 days from the date of such cessation.

3.7 Retirement of Directors

Where a Director, retires pursuant to his/her BNM Term of Appointment or retires during the AGM of the Company, the Director shall immediately cease to hold office and act in such capacity.

Any retirement of Director shall be notified to BNM, within 7 days from the date of retirement.

4. BOARD COMMITTEES

4.1 Number and Structure of Committees

The Board delegates certain of its functions to its Committees, each of which is guided by a written terms of reference approved by the Board. There are three Committees of the Board:

- a) BNRC
- b) Board Audit Committee ("BAC")
- c) Board Risk Management Committee ("BRMC")

Any proposed change to the terms of reference shall be effective only with the proper approval of the Board. Any action of the Committee beyond the scope of its terms of reference requires ratification by the Board.

4.2 Independent Committee Members

The relevant regulations and guidelines determine the composition of the Board and Board Committees in respect of Independent Non-Executive and Non-Independent Non-Executive Directors.

5. MEETINGS OF THE BOARD AND COMMITTEES

5.1 Agenda

The Chairman of the Board, in consultation with the Chief Executive Officer, develops the agenda for Board Meetings. Similarly, the Chairman of each Committee may consult the Chief Executive Officer and appropriate members of the Management in developing the agenda for Committee meetings.

³ Cessation includes resignation, change of role from a senior officer to a non-senior officer, termination, retirement or untimely death.

5.2 Documents

Information and materials that are important to the Directors' understanding of the agenda items and related topics are distributed in advance of the meeting. The Company will provide information on the business, finances, risks, human resource and operations of the Company to the Directors on a regular basis as well as on an as-required basis.

5.3 Meetings

The Board may meet at any time.

At all meetings of the Board, the Chairman, if present, shall preside. If the Chairman of the Board is absent, the members present at the meeting shall elect a chairman of the meeting.

No business shall be transacted at a meeting unless at least half of the members are present.

The Secretary of the Company or his/her assistant, if any, shall be in attendance and a clear and accurate record of the proceedings shall be kept, including the key deliberations, rationale for each decision made, and any significant concerns or dissenting views. The minutes must indicate whether any Director abstained from voting or excused himself/herself from deliberating on a particular matter.

Board members may participate in meetings by means of video-conferencing, conference calls, or similar communications equipment by means of which all persons participating in the meeting can communicate with one another.

The meetings of the Board Committees are similarly guided by their respective terms of reference.

5.4 Management at Meetings

Appropriate members of the Management or external advisers may be invited to participate and/or make presentations at Meetings to enable Directors to gain additional understanding and insight into the Company's businesses.

5.5 Written or Circulating Resolutions

A resolution in writing, signed or assented to by all the Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more Directors. Any such document may be accepted as sufficiently signed by a Director if transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Director.

The written resolutions of the Board Committees are similarly guided by their respective terms of reference.

5.6 Minutes of the Committee Meetings

Minutes of Committee meetings should be provided to all Directors at the next appropriate Board meeting following the Committee meetings. The Directors are invited to seek clarifications on the issues raised in the Committee meetings.

6. DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board has responsibilities to adhere to the laws of the jurisdictions within which it operates. Management operates within the confines of the rules and regulations of the prevailing regulatory authorities and provides the Board with the assurance that they have been duly adhered to and complied with. Apart from the above, the Board ensures that it complies with the Constitution of the Company.

The Board delegates authority to the Board Committees, Chairman, Chief Executive Officer and any other bodies as it deems fit for effective management of the Company. Any authority delegated emanates from the Board and is not intended to replace the powers of the Board.

In carrying out its functions or duties, the Board shall have regard to the interests of all stakeholders including policy owners of the Company.

Broadly, the duties and responsibilities of the Board and Directors include but are not limited to the following:

6.1 Strategic Direction

- Reviewing and approving the overall business strategy as well as organization structure of the Company, developed and recommended by Management;
- Ensuring that the decisions and investments are consistent with the long-term strategic goals for the Company and reasonable standards of fair dealing with all stakeholders;
- Approving corporate policies on critical areas of operations⁴;
- Ensuring that obligations to shareholders, policyholders and other stakeholders are understood and met;
- Ensuring that the necessary human resources are in place for the Company to achieve its objectives;

6.2 Business Performance

- Ensuring that the Company is operated in accordance with the relevant laws and regulations, as well as policies, processes and guidelines approved by the Board, so as to

⁴ Refer to GELM Authority Grid and Appendix 1 on Schedule of Frameworks, Policies and Charters (2019).

preserve its financial integrity ;

- Approving the annual business plans and budgets for the Company and reviewing the business performance against budgets and key market participants;
- Ensuring that its expectations of Management are understood, that the appropriate matters come before the Board and that the Board is kept informed of relevant Shareholders feedback;
- Reviewing any transaction for the acquisition or disposal of assets that is material to the Company;
- Promoting timely and effective communications between the Company and BNM on matters affecting or which may affect the safety and soundness of the Company;

6.3 Risk Oversight

- Identifying key business risks, determining and approving the risk appetite of the Company and ensuring the implementation of appropriate systems to manage risks within established risk-tolerance limits;
- Overseeing the implementation of a governance framework and internal controls, compliance and risk management systems and periodically review whether these remain appropriate in light of material changes to the nature, scale and complexity of the business and structure of the Company;
- Overseeing that the risk appetite and activities of the Company are consistent with the strategic intent, operating environment, effective internal controls, capital sufficiency and regulatory standards;
- Overseeing, through the BAC, the quality and integrity of the accounting and financial reporting systems, disclosure controls and procedures, and system of internal controls;
- Overseeing, through the BRMC, the establishment and operation of an independent risk management system for managing risks on an enterprise-wide basis, the adequacy of the risk management function (including ensuring that it is sufficiently resourced to monitor risk by the various risk categories and that it has appropriate independent reporting lines), the capital management strategy, including the optimal allocation of capital resources and the quality of the risk management processes and systems;
- Overseeing, through the BAC and BRMC, investigations into areas of deficiencies and where applicable, approving the necessary corrective measures;
- Overseeing and approving the recovery and resolution as well as business continuity plans for the Company to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress;

6.4 Capital Utilisation

- Ensuring that capital adequacy requirements are met in accordance with regulations and business practices, and balancing these with the need to obtain an adequate return on capital;

6.5 Management Succession and Performance Management

- Appointing the Directors, Members of Board Committees, Chief Executive Officer, Senior Officers⁵, Non-Senior Officers⁶ and Key Responsible Persons;
- Ensuring management continuity by formalising the process that governs long-term management development and succession and identifying suitable successors for the Chief Executive Officer and Senior Officers and Non-Senior Officers. The Company shall at all times have a Chief Executive Officer⁷;
- Overseeing the performance of the Chief Executive Officer, Senior Officers and Non-Senior Officers, such that the Board is satisfied with the collective competence of the Senior Management to effectively lead the operations of the Company. Establishing the performance requirements of the Chief Executive Officer, Senior Officers and Non-Senior Officers and reviewing their performance against the requirements and providing them with feedback on their performance;
- Reviewing the recommendation of the BNRC on the performance compensation of the Chief Executive Officer, Senior Officers and Non-Senior Officers and determining an appropriate remuneration package;
- Reviewing the appointment and removal of Chief Executive Officer, Senior Officers / Key Responsible Persons, as deemed necessary;
- Ensuring that Management formulates policies and processes to promote fair practices and high standards of business conduct by staff, as well as a sound corporate culture within the Company which reinforces ethical, prudent and professional behaviour;

6.6 Corporate Governance

- Conducting an annual review of the Board and Board Committees' performance;
- Ensuring that Directors are provided with relevant continuing education and are updated on changes in laws, regulations, standards, strategy, new business lines, risk profile, etc;

⁵ Senior Officers of the Company include the Chief Executive Officer, the Senior Management Team Members, Chief Internal Auditor and such other executives as the BNRC and Board/Regulator should determine.

⁶ Non-Senior Officers of the Company include Senior Vice Presidents and above, Head of Compliance and Other Material Risk Takers (Head of Fixed Income, Head of Equity, Head of Underwriting, Head of Claims and Head of Health Claims).

⁷ Section 54(1) of the Financial Services Act 2013.

- Identifying the skills that the Board collectively needs to discharge its responsibilities effectively, and assessing if the Board or Board Committees lack any skills to perform their roles and identifying steps to improve their effectiveness;
- Reviewing and approving the recommendations of the BNRC on compensation for Non-Executive Directors;
- Establishing corporate values and risk cultures, emphasizing integrity, honesty and proper conduct at all times, with respect to internal dealings and external transactions, including situations where there are potential conflicts of interests, so as to uphold fair-dealing standards;
- Reviewing the time commitment expected of each Director;
- Ensuring that there is a reliable and transparent financial reporting process within the Company for providing a balanced and objective assessment of the performance, position and prospects of the Company, and this extends to interim and other price-sensitive public reports, and reports to regulators;
- Maintaining records of all meetings of the Board and Board Committees, especially with regards to records of discussion on key deliberations and decisions taken;
- Promoting sustainability through appropriate environmental, social and governance considerations in the Company's business strategy

6.7 Remuneration

- Overseeing through the BNRC, the design and operation of an appropriate remuneration framework for the Directors, Chief Executive Officer, Senior Officers and Non-Senior Officers;
- Ensuring that the remuneration practices are aligned and in accordance with the remuneration framework.

6.8 Duties of Directors

- Acting in good faith in the best interests of the Company;
- Upholding the highest standards of integrity and exercise reasonable care, skill and diligence with –
 - the knowledge, skill and experience which may reasonably be expected of a Director having the same responsibilities; and
 - any additional knowledge, skill and experience which the Director has;

- Avoiding positions of conflict of interest between the Company and themselves, their relations and corporations related to them;
 - Abstaining from any decisions which could place or potentially place them in situations of conflict and reporting to the Board at the first instance of any potential conflicts of interest. In particular, the Director shall disclose to the Board the nature and extent of his/her interest, whether directly or indirectly, in a material transaction or material arrangement with the Company. Whether or not such declaration has been made, a Director who has, directly or indirectly an interest in a material transaction or material arrangement shall not be present at the Board meeting where the material transaction or material arrangement is being deliberated by the Board. Where there is any change in the nature and extent of a Director's interest in a material transaction or material arrangement subsequent to the disclosure made by him/her, the Director shall make a further disclosure of such changes;
 - Providing any document or information within his/her knowledge, or capable of being obtained by him, which the Company's auditor or appointed actuary (as the case may be) may require; and ensuring that such document or information provided is accurate, complete, not false or misleading in any material particular, to enable the Company's auditor or appointed actuary (as the case may be) to carry out their duties or perform their functions;
 - The Directors are expected to –
 - attend at least 75% of the Board and relevant Board Committees' meetings held in each year;
 - study information packages provided by Management in advance of meetings and be prepared to discuss the contents at the meetings;
 - read all reports and proposals submitted and approve them promptly in writing, where applicable;
 - attend all local shareholders meetings;
 - attend educational trainings arranged by the Company;
 - only exercise powers conferred on him for the purposes for which such powers are conferred;
 - exercise sound and independent judgment; and
 - at all times oversee the implementation of internal policies and procedures adopted by the Company and comply with applicable standards for directors as specified by BNM.
- 6.9 The Non-Executive Directors shall constructively challenge and help develop proposals on strategy, and review the performance and effectiveness of Management in meeting agreed goals and objectives and monitor the reporting of performance.

7. ADMINISTRATIVE MATTERS

7.1 Board Confidentiality

Directors will maintain absolute confidentiality of the deliberations and decisions of the Board and of information received at meetings, except as may be specified by the Chairman or if the information is publicly disclosed by the Company.

7.2 Director's Orientation Kit

Care will be taken to ensure that new Directors understand the roles and responsibilities of the Board and its Committees, as well as the commitment level that the Board expects of its Directors. A Director's Orientation Kit containing information on the Company and Board matters should be presented to all Directors and the information enclosed therein be updated as and when necessary.

7.3 Resources

The Board and Directors shall have the resources and authority to discharge their duties and responsibilities, including the authority to retain counsel or other experts, as they deem appropriate, without seeking approval of Management.

7.4 Other matters

The Board of Directors Charter serves to delineate the mission, structure, scope and functions of the Board and duties of the Directors. The Board of Directors Charter complements the Company's Constitution, the Minimum Requirements for the Board of Directors and the duties required by legislation and regulatory bodies, and does not replace the said requirements. Where ambiguity and/or contradiction arises, the Company's Constitution, legislation and the regulations shall prevail over the contents of the Board Charter.

The provisions of the Board Charter are subject to such revisions by way of modification, addition or otherwise as the Board may from time to time consider fit.