

# DIRECTORS'

## RESPONSIBILITIES

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### 1. OBJECTIVE

The objective of the Board of Directors' ('Board') Terms of Reference are intended not to limit the powers of the Board but to assist the Board in the exercise of its powers and the fulfillment of its duties.

### 2. RESPONSIBILITIES AND DUTIES

2.1 The Board has several fundamental obligations to perform, but not limited to the following:-

- (a) Approve joint venture arrangements with local partners to undertake vessel acquisition and vessel management activities;
- (b) Approve investments, advances and/or any form of financial instruments in investee companies;
- (c) Approve domestic and external borrowings of the Company;
- (d) Ensure that the Company's strategic focus is clearly defined and is in line with the Company's mission, vision and mandated role;
- (e) Approve all business plans and policies of the Company;
- (f) Review, approve and provide feedback on corporate Key Performance Indicators (KPIs) and targets;
- (g) Appoint authorised signatories for cheque signatories, promissory notes, drafts, bills of exchange and other negotiable instruments;
- (h) Approve acquisition and disposal of fixed assets of the Company;
- (i) Supervise the affairs of the Company and to be fully informed of the Company's condition and management policies in ensuring that the Company is soundly managed;
- (j) Approve annual budget, revised budget and draft audited financial statements of the Company; and
- (k) Oversee the financial performance of the Company and ensuring that the Company maintains proper accounting and other records and registers in conformity with approved accounting and financial reporting standards applicable to the Company

2.2 The Board will from time to time, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and decide on any necessary changes thereto.

2.3 The Board shall have full authority to seek/obtain any information it requires from any employee of the Company and to commission any investigations, reports or surveys which it deems necessary to help it fulfill its duties and obligations.

2.4 In connection with its duties the Board may obtain, at the Company's expense, any outside legal or other professional advice.

### 3. BOARD OF DIRECTORS' MEETINGS AND ATTENDANCE

During the financial year ended 31 December 2015, the Board of Directors held 13 meetings. A record of the attendance of the Board Members is as follows:

DIRECTORS	NO. OF MEETINGS ATTENDED
YM Raja Datuk Zaharaton Raja Zainal Abidin (Chairman)	13/13
Taufiq Ahmad @ Ahmad Mustapha Ghazali	7/13
Datin Rashidah Mohd Sies	12/13
Mohammed Rafidz bin Ahmed Rasiddi <i>(Appointed on 29 July 2015)</i>	4/4*
Dato' Ir Abdul Rahim bin Abu Bakar <i>(Resigned w.e.f 3 June 2016)</i>	13/13
Rosli bin Abdullah <i>(Resigned w.e.f 8 March 2016)</i>	12/13
Dato' Capt. Haji Ahmad bin Othman <i>(Appointed on 30 July 2015)</i>	4/4*
Datuk Wan Azhar bin Wan Ahmad <i>(Appointed on 21 April 2016)</i>	NA

\* Reflects the number of meetings attended during the time the Director held office.