

Key roles and responsibilities

Chairman

- Provides leadership and governance to the Board so as to create conducive environment and conditions as well as effective performance delivery by the overall Board
- Ensures that all key issues are discussed by the Board in a timely manner
- Chairs Board Meetings and ensures that the Board, as a whole, plays a full and constructive part in the formulation of the Group's strategy and policies, and that the decisions taken by the Board are in the Group's best interests and fairly reflect a consensus reached by the Board
- Promotes the highest standards of integrity, probity and corporate governance within the Group
- Ensures that the strategy and policies approved by the Board are effectively implemented by the Senior Management Team
- Sets the Board Meeting schedules and agendas, in consultation with the Company Secretary and Group CEO, to take full account of the important issues facing the Group and the concerns of all Directors. Also ensures that adequate time is allocated for thorough discussion on critical and strategic matters
- Arranges informal meetings of the Directors at least once annually including meetings amongst the Non-Executive Directors, and ensures that sufficient time and consideration is given to complex, contentious or sensitive issues
- Is responsible for the induction of new Directors and their continuing development, as well as internally facilitated board evaluation and succession planning
- Leads the communication programme with stakeholders, including shareholders

Directors

- Promote the success of the Group
- Take decisions in the best interest of the Company and its stakeholders
- Monitor the delivery of the Company's strategy and constructively challenge and assist in the development of same
- Monitor the performance of the Senior Management Team against the objectives set and ensure that the Group has adequate and proper internal controls as well as a robust risk management system
- Participate actively in the Board's/Committees' decision-making, exercise independent judgement, and bring valuable knowledge and experience to the Board
- Exercise reasonable care, skills and diligence in discharging their duties

Group Chief Executive Officer

- Is responsible for the day-to-day running of the organisation's operations and oversees the operations of its subsidiaries
- Ensures that the Group is mobilised to achieve its strategic objectives set by the Board at the start of the year and that decisions of the Board are implemented effectively and in a timely manner
- Monitors the ongoing financial and non-financial performance and management of the Group and its subsidiaries so as to ensure maximum shareholder value, consistent with observing its obligations to all its stakeholders
- Acts as strategic partner by developing, analysing and implementing the long-term growth initiatives, plans and strategies
- Leads, builds and maintains an effective and efficient Top Management Team who is capable of delivering the Group's strategies and objectives
- Acts as a liaison between Top Management Team and the Board of SBMH
- Supports the Chairman and the Company Secretary to ensure compliance across the Group in relation to all aspects of corporate governance and promotes high standards of integrity, probity, ethics, diversity and inclusion
- Consults regularly the Chairman, the Board and the CEO of entities on matters that may have a material impact on the operation of SBMH and its subsidiaries
- Ensures that the corporate culture and values are embraced throughout the organisation and across its subsidiaries
- Establishes the optimum internal control and risk management framework across the Group

Key roles and responsibilities (cont'd)

Group Chief Risk & Compliance Officer

- Oversees the day-to-day management of risks, drives, supports and coordinates risk management activities throughout the Group and in line with the strategic objectives
- Oversees the Group's risk governance and internal controls and the nature of the risks being faced by the SBM Group
- Responsible for maintaining an effective system of internal control and risk management by ensuring that appropriate systems and processes are in place
- Responsible for the development and implementation of relevant framework and policies across the Group
- Reviews and assesses the implementation of the risk control tools and systems to enhance the control framework within the Group and its entities
- Reviews and assesses the current risk appetite framework against best practice, defines a risk appetite statement, formulates and reports on key risk appetite metrics
- Adopts such principles of Corporate Governance and Codes of Best Practice that promote effective risk management within the Group
- Provides regular reports to the Risk Management Committee, Senior Management and the Board on findings relating to the Group's risk appetite framework
- Formulates and makes recommendations to the Board on risk management issues
- Identifies the principal risks and uncertainties that could potentially affect the Group and ensures that appropriate plans are in place
- Reviews the Group's policies on a regular basis
- Reviews the design, completeness and effectiveness of the Group Enterprise Risk Management Framework (Group ERMF)
- Devises and encourages participation in risk trainings and knowledge transfer initiatives across the entities

Company Secretary

- Has a central role in enhancing and maintaining a high level of corporate governance across the Company and its Board
- Is responsible for the efficient administration of the Company, particularly with regards to ensuring compliance with statutory and regulatory requirements
- Provides guidance to the Board in respect of its duties, responsibilities, and powers in line with all applicable laws and regulations
- Arranges meetings of the Shareholders and the Directors and ensures that minutes of proceedings of all these meetings are properly recorded in accordance with paragraph 8 of the Fifth Schedule and paragraph 6 of the Eighth Schedule of the Act respectively
- Is responsible for ensuring proper information flow within the Board and its Committees and between the Senior Management Team and Non-Executive Directors, in addition to facilitating induction and assisting in the professional development of Non-Executive Directors as required
- Ensures that all statutory registers are properly maintained and certifies in the Annual Financial Statements of the Company that all returns, as required under the Act, have been filed with the Registrar of Companies (ROC)
- Ensures that a copy of the Annual Financial Statements and, where applicable, the Annual Report are sent in accordance with sections 219 and 220 to every person entitled to such statements or report as per the Act