

TERMS OF REFERENCE OF THE SENIOR INDEPENDENT DIRECTOR (“TOR OF SID”)

1. BOARD RESPONSIBILITIES

Under Principle A Board Leadership and Effectiveness, Guidance 2.0 and 2.1 of Malaysian Code of Corporate Governance 2017 Guide (“**MCCG**”) issued by Securities Commission Malaysia, there is a demarcation of responsibilities between the Board, Board Committees and Management and clarity in the authority of the Board, its commitment and individual directors. Where Board of Directors of Tropicana Corporation Berhad (“**BODs**”) appoints a Senior Independent Director (“**SID**”), the role should be explained in the Board Charter.

Under Guidance to Practices 2.1 and 4.7 of the MCCG, under Corporate Governance Guide, Pull-Out I, Guidance on Board Leadership and Effectiveness issued by Bursa Malaysia Berhad, duties that are customarily performed by a SID are set out accordingly.

2. APPOINTMENT

BODs at its discretion and as allowed by the above provisions in the MCCG, identifies a SID. On a good governance practices, the appointment of SID is made on the basis of suitability in terms of relevant industrial experiences, qualifications, experience, expertise and any other criterion that the Board thinks fit, in determining the eligibility of a Director as a SID in view of the size and complexity of the Group’s businesses. The BODs will also take into account the policy of inclusion and diversity under the MCCG. The appointments need to go through various screenings such as by Nomination Committee (“**NC**”), Remuneration Committee before approval by the BODs.

Under Principle A Board Leadership and Effectiveness, II Board Composition, Practice 4.7, the NC is chaired by an Independent Director or the SID.

3. RESPONSIBILITIES OF SID

The principal responsibilities of the SID are to:

- 3.1 act as the intermediary for other Directors in the event of difference of opinion;
- 3.2 act as a conduit to the Board for the communication of shareholder concerns when other channels of communication are inappropriate;
- 3.3 ensure that the views of the other non-executive directors are given due consideration;
- 3.4 act as Chair of the Board when matters concerning the Chair are considered; and
- 3.5 committed to ensure best governance practices at times are upheld.

4. DUTIES OF SID

The SID should:

- a) make himself/herself available for confidential discussions with other non-executive directors who may have concerns which they believe have not been properly considered by the BODs as a whole;
- b) act as a sounding board to the Chairman (example, offer counsel to the Chairman on matters such as board dynamics and concerns of stakeholders);
- c) serves as an intermediary for other directors when necessary (facilitate confidential discussion with BODs whom have concerns which they believe have not been properly considered by the BODs or which they feel may not be appropriate to raise in open forum or with the Chairman directly);
- d) have the authority to call a meeting of the non-executive directors, if, in his/her opinion, is necessary;

- e) provides leadership support and advice to the board in the event that the board is undergoing a period of stress (e.g. conflict between the Chairman and Chief Executive Officer or the strategy being followed by the Chairman and/or executive officer is not supported by the BOD;
- f) point of contact to shareholders and other stakeholders if they have concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate;
- g) be available to attend sufficient meetings with a range of major shareholders to listen to their views in order to help develop a balanced understanding of the issues and concerns of major shareholders;
- h) communicate views of shareholders to the Board;
- i) assist in the annual review of Board effectiveness, ensuring that performance of each individual director is independently assessed, objectively and holistically (i.e. the views of all the BODs are obtained in an impartial manner).

5. CONFLICT OF INTEREST

The SID should ensure clear delineation of responsibilities and shall excuse himself/herself from any discussion or deliberations of any matter which may give rise to a situation of an actual or perceived conflict of interest.

6. REVIEW OF SID

The NC shall review as it deems fit the performance of SID and recommend to the BODs.

7. REVIEW OF TERMS OF REFERENCE

The BODs shall review the adequacy of this terms of reference on a regular basis as it deems appropriate to reflect best practices and any new corporate governance or regulatory requirements.