



Mizuho Bank (Malaysia) Berhad

Company Registration No. 201001039768 (923693-H)

BOARD CHARTER

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1. OBJECTIVE

- 1.1 The Board of Directors (“**Board**”) of Mizuho Bank (Malaysia) Berhad (“**MBM**” or “**the Bank**”) acknowledges the importance of cultivating and sustaining a good corporate governance that is robust to promote a culture of integrity and transparency within the Bank. Being responsible for the stewardship of MBM, the Board aims to maintain the highest standards of transparency, integrity and honesty by setting the standard as the basis of its principles that govern Directors’ conduct.
- 1.2 This Board Charter is formulated to provide clarity to the Board and Management regarding the mandate, responsibilities and procedures of the Board, Board Committees and Management (whichever applicable), including the matters reserved for the Board’s decision. The Board Charter shall be read together with the Terms of References (“**TORS**”) of Board and Board Committees.

2. MANDATE

- 2.1 The mandate of the Board is governed by the Financial Services Act 2013 (“**FSA**”), Companies Act 2016 (“**CA**”), Bank Negara Malaysia’s Policy Documents on Corporate Governance (“**BNM CG Policy**”), Constitution of the Bank and any other relevant laws and regulations in Malaysia governing MBM.

3. ROLES AND RESPONSIBILITIES

3.1 **Board of Directors**

The Board has the overall responsibility for promoting the sustainable growth and financial soundness of MBM and for ensuring reasonable standards of fair dealing, without undue influence from any party. This includes a consideration of the long-term implications of the Board’s decisions on MBM and its customers, officers and the general public. In fulfilling the role, the Board shall assume, among others, the following principal responsibilities:-

- (i) approve the risk appetite, business plans and other initiatives which would, singularly or cumulatively, have a material impact on MBM’s risk profile (including initiatives which affect the financial soundness, reputation or key operational controls of MBM);
- (ii) oversee the selection, performance, remuneration and succession plans of the Chief Executive Officer (“**CEO**”), Control Function Heads and other Members of Senior Management, such that the Board is satisfied with the collective competence of Senior Management to effectively lead the operations of MBM;
- (iii) oversee the implementation of MBM’s governance framework and internal control framework and periodically review whether these remain appropriate in light of material changes to the size, nature and complexity of MBM’s operations;
- (iv) promote, together with Senior Management, a sound corporate culture within MBM which reinforces ethical, prudent and professional behavior;
- (v) provide a holistic view and oversee the development, progress of all sustainability related activities, guided by Sustainability Development Goals (SDGs) covering all three (3) environmental, social and governance (“**ESG**”) elements whereby, plan, strategy and implementation are formulated, in line with overall Mizuho Financial Group’s (“**MFG**”) sustainability strategy as well as requirements by BNM;

- (vi) oversee all aspects of the development, maintenance and implementation of the recovery plan, which include approving recovery, resolution and business continuity plans for MBM to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress;
- (vii) ensure that there is a reliable and transparent financial reporting process within MBM;
- (viii) promote timely and effective communications between MBM and BNM on matters affecting or that may affect the safety and soundness of MBM; and
- (ix) promote Shariah compliance in accordance with the BNM's guidelines on Shariah governance policies and ensure its integration with MBM's business and risk strategies

3.2 **Chairman**

The Chairman carries out a leadership role in the conduct of the Board and its relations with shareholders and other stakeholders. In fulfilling his role, the Chairman ensures that appropriate procedures are in place to govern the Board's operation. He also ensures that decisions are taken on a sound and well-informed basis, including all strategic and critical issues are considered by the Board, and that Directors receive the relevant information on a timely basis. The Chairman must encourage healthy discussion and ensure that dissenting views can be freely expressed and discussed. He leads efforts to address the Board's developmental needs.

3.3 **Executive Director**

The Executive Director ("ED") is a nominee director of the shareholder. Like all Directors, ED owes director's duties to the Bank. These duties include a duty to act honestly and use reasonable diligence in the discharge of his/her responsibilities and act in the best interest of the Bank.

In addition, the ED will also help to bring to the Board the useful insights about the shareholder's expectations and provide the checks and balances in ensuring the Bank operates in a safe and sound manner to complement the strategic planning as envisaged by MFG. He/she normally acts as the conduit between the Board and shareholder (including regional office).

3.4 **Independent Directors**

Independent Directors should ensure a strong element of independence on the Board both in thought and actions. The effective participation of Independent Directors is to enhance the accountability in the Board's decision making process. The responsibilities of an Independent Director include the following:-

- (i) provide and enhance the necessary independence and objectivity on the Board;
- (ii) ensure effective checks and balances on the Board;
- (iii) mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Bank;
- (iv) constructively challenge and contribute to the development of business strategy and direction of the Bank;
- (v) to ensure that adequate systems and controls to safeguard the interests of the Bank are in place; and

- (vi) protect the interests of the shareholder and other stakeholders.

3.5 Chief Executive Officer

The CEO, in leading Senior Management, bears primary responsibility over the day-to-day management of MBM. The key roles of CEO include, among others:-

- (i) implement the business and risk strategies, remuneration and other policies in accordance with the direction given by the Board;
- (ii) establish a management structure that promotes accountability and transparency throughout MBM's operations, and preserves the effectiveness and independence of control functions;
- (iii) promote, together with the Board, a sound corporate culture within MBM which reinforces ethical, prudent and professional behavior;
- (iv) address actual or suspected breaches of regulatory requirements or internal policies in a timely and appropriate manner; and
- (v) regularly update the Board with the material information the Board needs to carry out its oversight responsibilities, particularly on matters relating to the performance, financial condition and operating environment of MBM; internal control failures, including breaches of risk limits; and legal and regulatory obligations, including supervisory concerns and the remedial actions taken to address them.

4. BOARD COMPOSITION

4.1 The Board is to comprise of Directors who provide a mixture of competencies and have relevant skills and experience which allow a breadth of perspective and are viewed as optimal based on the complexity, size and scope of the business operations of the Bank.

4.2 The Bank shall take into account the following salient factors when determining the Board composition:-

- (i) The development of the Bank, especially in terms of the size, complexity and scope of its business operations.
- (ii) The number of Directors shall not be more than seven (7) Directors unless otherwise approved by the Shareholder of MBM.
- (iii) The Board must have a majority of Independent Directors at all times. The independence of Directors is to be assessed by the Board Nomination Committee ("**BNC**") in accordance with the requirements of BNM. An individual must not be considered to be an Independent Director if he or any person linked to him:- (a) has been an executive in the last two years; (b) is a substantial shareholder of MBM or any of its affiliates; or (c) has had a significant business or other contractual relationship with MBM or any of its affiliates within the last two years.

"Executive" refers to any person who has management responsibilities in MBM or any of its affiliates (whether or not he is an officer of MBM or any of its affiliates)

"Significant business or other contractual relationship" refers to any transaction engaged with MBM and or its affiliates, whether with other persons or through a firm or a company of which he/she is a partner, director or major shareholder, where the value of which exceeds RM1 million. However, "transactions" as stated above shall exclude the following transactions:

- *for personal use of the said director;*
- *for personal investment of the said director except for the purpose of carrying on a trade or business; or*
- *normal banking transactions other than loans and advances provided that such transactions are on normal commercial terms.*

(iv) The Chairman must be an Independent Director and must not be an executive or had served as the CEO of MBM in the past five (5) years. In order to promote robust and open deliberations by the Board on matters referred by the Board Committees, the Chairman of the Board must not chair any of the Board Committees.

5. APPOINTMENT / RE-APPOINTMENT / RE-ELECTION / RESIGNATION / REMOVAL OF DIRECTORS / CHIEF EXECUTIVE OFFICER

- 5.1 The appointment or re-appointment of Directors or CEO of the Bank shall be approved by the Board upon recommendation of BNC and subject to written approval from BNM. For this purpose, MBM is bound by the requirements, procedures and vetting process set out in MBM's Qualification, Fit and Proper Policy ("**QFP Policy**"), Board Election Manual, as well as other applicable policies/guidelines issued by regulatory authorities or internally by the Bank from time to time.
- 5.2 Director or CEO must not be disqualified under Section 59(1) of the FSA or Section 198(1) of the CA, and must have been assessed by the BNC to have complied with the criteria/requirements as stated in the Bank's QFR Policy as well as other applicable policies/guidelines issued by regulatory authorities or internally by the Bank.
- 5.3 New Directors are expected to have relevant competency, experience and ability to understand the technical requirements of the business, the inherent risks and the management process required to perform his/her role as Director or CEO of the Bank. In the case of Director, the candidate is not expected to have all the competencies that the Board collectively needs particularly if other Directors have those competencies or they can be obtained from external consultants or experts.
- 5.4 Any re-appointment of existing Directors should be based on the results of the individual assessments conducted via the Board Effectiveness Evaluation ("**BEE**") exercise in addition to their normal interactions with their peers. The BNC will also assess the Directors based on their performance and contribution to the Board and Board Committees, their independence of view in respect of decision making (as the case may be), adequacy of training and time commitment, as well as compliance with the fit and proper criteria and other requirements in accordance with the relevant regulatory requirements and internal policy(ies).
- 5.5 The Constitution of the Bank provides that at every annual general meeting ("**AGM**"), one-third of the Directors for the time being or the number nearest to one-third, and those Directors newly appointed subsequent to the preceding AGM, shall retire from office and shall be eligible for re-election.
- 5.6 When the BNC and Board become aware of information that the Director's or ED/CEO's fitness and propriety may have been compromised or any circumstance that suggests the Director or ED/CEO is ineffective, errant or negligent in discharging his/her responsibilities, the Board, on the recommendation of the BNC, shall take reasonable steps by referring to the requirements of the Bank's Constitution and the CA, to remove the Director or ED/CEO concerned from such position. In the interim, and where applicable, the BNC and Board should institute necessary measures to address the risks associated with the Director continuing to hold the position until his/her removal is effected.

- 5.7 All resignations and removals of Independent Directors from the Board can only take effect after written approval has been obtained from BNM so as to ensure the effective functioning of Independent Directors.

6. TENURE OF INDEPENDENT DIRECTOR

- 6.1 The tenure of an Independent Director shall not exceed an accumulative term of nine (9) years.

7. DIRECTORS' REMUNERATION

- 7.1 The remuneration of the Directors shall be governed by the Constitution of MBM and the Directors' Remuneration Policy issued and revised by the Board from time to time.

8. SUCCESSION PLAN

- 8.1 The Board Succession Policy has been put in place to provide guidance in managing the succession plan of the Board in order to facilitate a smooth and timely transition of directorship and chairmanship while embedding a strong governance within MBM.

- 8.2 As part of succession planning, the BNC has established a talent pool which comprises potential candidates to be considered for appointment as Independent Directors on the Board of MBM. From time to time, the BNC procures the curricula vitae of prospective candidates discreetly from various internal and external sources for its review and consideration in order to ensure that the Board will always have a steady pool of talent for selection whenever there is a need to appoint new Directors.

9. DIRECTORS' OUTSIDE COMMITMENTS

- 9.1 The Board values the experience and perspective that the Directors gain from service on the boards of other companies, organisations or associations. However, prior to the acceptance of any relevant external appointments, Directors should inform the Chairman in regard to additional external appointments.

- 9.2 To ensure that Directors have the time to focus and be effective Board Members, the Directors are recommended not to hold more than five (5) directorships in public listed companies and not more than fifteen (15) directorships in non-public listed companies. However, the Directors are expected to know the extent of their commitments and they must be prepared to devote sufficient time to the affairs of the Bank.

10. BOARD EFFECTIVENESS EVALUATION

- 10.1. The Board, with the assistance of BNC, will conduct an annual BEE exercise with the objective of assessing the performance of the Board as a whole, Board Committees and individual Directors. This is to enable the Board to distinguish the Directors' strengths as well as to identify areas for professional development and process improvements for the Board, Board Committees and individual Directors.

- 10.2. The evaluation is a questionnaire based self-assessment exercise where Directors assess the performance of the Board, Board Committees and individual Directors. The assessment results will be tabled at the BNC and the Board for review to enable the Board to identify and put in place actions to address areas for improvement. All Directors will have access to the final evaluation report for information and improvement.

- 10.3. Apart from that, the Board, through the BNC, will assess the fitness and propriety of the Directors as well as independence of Independent Directors in conjunction with the annual BEE exercise. All Directors are required to complete a Fit & Proper Declaration while

Independent Directors will have to confirm their independence via a confirmation letter on an annual basis. The Fit & Proper Declarations by the Directors are verified against independent sources.

11. DIRECTORS' TRAINING AND DEVELOPMENT

- 11.1 A Director must maintain a sound understanding of the business of MBM as well as relevant market and regulatory developments which includes their commitment toward on-going education. For this purpose, the Board shall dedicate sufficient resources toward the on-going development of Directors including setting an adequate budget, having in place development plans for Directors and regularly updating such plans to ensure that each Director possesses the knowledge and skills necessary to fulfil his responsibilities.
- 11.2 A Director must attend all the compulsory program imposed by BNM from time to time i.e. "Financial Institutions Directors' Education" (FIDE). A comprehensive in-house induction program shall be established to ease new Directors into their new role and to assist them in their understanding of the management and operations of MBM.

12. BOARD MEETINGS

- 12.1 The Bank has established the TOR of Board to govern the meeting proceeding and decision making of the Board.
- 12.2 Guided by the said TOR, the Board shall meet at least once in every quarter and additional meetings may be called at any time as and when necessary. Meetings should be scheduled sufficiently in advance to enable maximum attendance at each meeting, preferably seven (7) working days before the date of the Board meeting.
- 12.3 Every Director must attend at least 75% of the Board meetings held in each financial year and must not appoint another person to attend or participate in a Board meeting on his behalf. Only by exception, Directors' participation at Board meetings can be facilitated by means of conference telephone or similar electronic tele-communicating equipment.
- 12.4 Each Director shall be entitled to one (1) vote in deciding the matters deliberated in the Board meeting. The decision of the Board shall be determined by majority votes. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.
- 12.5 The Board shall be accorded with access to advice from third party experts on any matter deliberated by the Board as and when required, and the cost of such advice shall be borne by MBM.
- 12.6 Minutes of each meeting should be kept and distributed to all the Members of the Board. A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one or more of the Directors.

13. BOARD COMMITTEES

- 13.1 The Board may from time to time establish Board Committees to assist it in carrying out its responsibilities and shall adopt TOR setting out matters relevant to the composition, responsibilities and administration of such committees, and other matters that the Board may consider appropriate. A Board Committee Chairman would be appointed for each Board Committee by the Board to provide effective leadership for the Committee.
- 13.2 Presently, the following Board Committees have been established to support the Board in its oversight functions and they have been delegated with specific duties to review and consider all matters within their scope of responsibility as defined in their respective TORs:-

- (i) Board Audit Committee;
- (ii) Board Risk Management Committee;
- (iii) Board Nomination Committee; and
- (iv) Board Remuneration Committee.

13.3 A brief description of the functions the Board Committees are as follows:-

- (i) Board Audit Committee (“BAC”)

The BAC supports the Board in overseeing the integrity of financial statements and the financial reporting process, internal control systems, performance of internal audit functions and internal auditors, appointment of external auditors and the evaluation of the external auditors’ qualifications, independence and performance, related party transactions and corporate governance framework of the Bank. It also works closely with Board Risk Management Committee in connection with assessing the effectiveness of the risk management and internal control framework.

- (ii) Board Risk Management Committee (“BRMC”)

The BRMC is responsible to assist the Board in overseeing and ensuring that the Bank’s corporate objectives are supported by a sound risk strategy and an effective risk management framework that is appropriate to the nature, scale and complexity of its activities. In fulfilling its role, the BRMC oversees the Senior Management’s activities in managing risks, (which cover, among others, credit, market, liquidity, operational, compliance, technology, cybersecurity and ESG risks), as well as ensures compliance with regulations. This includes promoting a sound compliance, corporate governance and risk awareness culture within the Bank; and reviewing risk and compliance strategies, policies and methodologies, as well as related matters.

- (iii) Board Nomination Committee

The BNC is responsible to assist the Board in developing, maintaining and reviewing matters with regard to human resource, talent management, succession planning, corporate value and ethical behaviour of the Directors and employees of the Bank. Its oversight role includes reviewing/assessing the following matters concerning the Board, Shariah Committee, Senior Management, Senior Officers and Company Secretary:-

- Composition of the Board
- Succession planning
- Performance evaluation and development
- Fit and proper assessment

- (iv) Board Remuneration Committee (“BRC”)

The BRC is responsible to assist the Board in overseeing the establishment of a sound remuneration system, which is the key component of the governance and incentive structure through which the Board and Senior Management drive performance, convey acceptable risk taking behaviour and reinforce the Bank’s corporate and risk culture. Among others, the BRC oversees the design and operation of the Bank’s remuneration system and policies, and reviews the compensation proposals, including the bonus payout and annual salary review, for Senior Management, Senior Officers and Company Secretary.

13.4 The Chairmen of the BAC, BRMC, BNC and BRC report to the Board on matters dealt with at their respective Board Committee meetings. Minutes of the respective Board Committees are presented at the Board meetings for information.

13.5 While Board Committees have the authority to deliberate on matters delegated to them, all decisions and/or recommendations made by Board Committees will be brought to the attention of the Board, which is collectively responsible for the Bank's success, business, strategy, risk management, operational and financial performance.

14. SHAREHOLDER/BOARD RESERVED MATTERS

14.1 In managing the operation and business of MBM, there is a need to set clear authority mandates. For this purpose, the Board is adopting a formal schedule of matters reserved (Reserved Matters) that is subjected to the Shareholder, the Board and the Board Committees' respective purview. Certain matters are designated specifically for the Shareholder or the Board's deliberation and these Reserved Matters are as outlined under **Appendix A** and **Appendix B** herewith. The authority mandates for the Board Committees are sets through its respective TOR approved and reviewed by the Board from time to time.

15. CONFLICTS OF INTEREST

15.1 A Director is under strict obligation to avoid conflicts of interest in a personal or professional capacity, including improper use of property, information, opportunity of MBM or position as a Director of MBM or engaging business in which is in competition with MBM.

15.2 A Director who is interested in a contract or proposed contract with MBM in any way whether directly or indirectly, shall as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of his interest at the Board meeting in accordance with the provision under the CA. Where there is any change to the nature and extent of a Director's interest in a transaction or arrangement subsequent to the disclosure made, the Director shall make a further disclosure of such changes. However, this requirement shall not apply in the case where the interest of the Director being a member or creditor of a corporation interested in a contract or proposed contract with MBM if the interest of the Director may be regarded as not being a material interest.

15.3 Unless otherwise stated in the Constitution, a Director shall not be deemed to be interested or to have been at any time interested in any contract or proposed contract by reason only (a) in a case where the contract or proposed contract relates to any loan to MBM that the Director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan or (b) in the case where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a corporation which by virtue of Section 7 of CA is deemed to be related to MBM that he is the director of that corporation.

15.4 Every Director who holds any office or possesses any property where duties or interests may be created in conflict with his duties or interests as Director of MBM, shall declare the fact and the nature, character and extent of the conflict at the Board meeting. The declaration shall be made at the first Board meeting held after he becomes a Director or if already a Director, after he commenced to hold the office or to possess the property, as the case requires.

15.5 A general written notice served by a Director to the Board informing that he/she is an officer/member of a specified corporation/firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that corporation/firm shall be deemed to be a sufficient declaration of interest in relation to any contract made. However, the notice must specify the nature and extent of the Director's interest in the specified corporation/firm and the interest is not different in nature or greater in extent than the nature and extent so specified in the general notice at the time any contract is so made. The notice

shall be of no effect unless the notice is given at the Board meeting or the Director takes reasonable steps to ensure that the notice is brought up and read at the next Board meeting after it is given.

- 15.6 For the purposes of the above requirements under Section 221 of the CA, an interest in the shares or debenture of a company:-
- (i) of the spouse of a Director who is not a director of MBM; or
 - (ii) of a child, including adopted child or stepchild, of a Director of MBM who is not a director of MBM,
- shall be treated as an interest in the contract and proposed contract.
- 15.7 The Company Secretary shall record every declaration made under this Section 221 of the CA in the minutes of the meeting at which the declaration was made.
- 15.8 A Director who is in any way, whether directly or indirectly, interested in a contract entered into or proposed to be entered into by MBM, unless the interest is one that need not be disclosed under Section 221, shall be counted only to make the quorum at the Board meeting but shall be absent from the meeting while the contract or proposed contract is being considered during the meeting and shall not vote on the contract or proposed contract.
- 15.9 Any non-compliance of the above requirements by a Director shall be reported to the Board for deliberation and further decision.
- 15.10 This section should be read in conjunction with the Conflict of Interest Policy of the Bank.

16. COMPANY SECRETARY

- 16.1 The appointment and removal of the company secretary must be approved by the Board. In discharging this role, the Company Secretary provides counsel to the Board on governance matters and facilitates effective information flows between the Board, the Board Committees and Senior Management.

17. COMMUNICATION WITH SHAREHOLDERS

- 17.1 The Board seeks to maintain an effective communication with the Shareholder. The Shareholder shall be informed on all major developments and transactions affecting MBM. The Board regards the AGM of the Bank as an opportunity to communicate directly with shareholders.

18. REVIEW OF BOARD CHARTER

- 18.1 The Board Charter will be reviewed and updated (if required) once in every three (3) years and as and when deemed appropriate so as to ensure its relevancy in line with the development of the corporate governance requirements and practices.

APPENDIX A

NO	SHAREHOLDER RESERVED MATTERS
1.	Appointment of Directors and re-election of Director.
2.	Remuneration of Directors including fees of the Directors, any benefits payable to the Directors, any compensation for loss of employment of a Director or former Director.
3.	Increase the number of Directors of MBM to be more than seven (7).
4.	Removal of Director before the expiration period of office.
5.	Tabling of MBM's profit and loss accounts, balance sheet, group accounts (if any) and reports including every report of the auditors relating thereto and of the Directors report as may be necessary, not later than six (6) months after closing its financial year.
6.	Appointment of External Auditor together with their Audit Fees and the removal of External Auditor from office before the expiration of term of office.
7.	Any issuance of shares and any split of share capital divided into different classes of shares, the repayment of preference capital other than redeemable preference capital or any other alterations of preference shareholders' rights (unless otherwise provided by the terms of issue of the shares of that class).
8.	Any alteration of capital of MBM (increase or reduce), consolidation or split of any of its share capital, cancellation of shares which have not been taken, or agreed to be taken, convert any class of shares or authorise the purchase by MBM of any shares of MBM.
9.	Issuance of any new shares or other securities which would result in a transfer of a controlling interest in MBM.
10	Receipt of any advancement of all or any part of the moneys uncalled and unpaid upon the shares.
11	Allotment / Issuance of shares to Director or employees.
12	Payment of pension or allowances to any full-time Director and any establishment and maintenance of any schemes or funds for providing pensions, sickness or compassionate allowance, life assurances or other benefits for staff or employees of MBM or of any such subsidiary company.
13	<p>Any sale of a substantial portion of MBM's main undertaking or property.</p> <p><i>For the purposes of this Article 110, "a substantial portion of MBM's main undertaking or property" shall have the meaning as provided in Section 223 of the Act.</i></p> <p><i>Sec 223 - an undertaking or property shall be considered to be of a substantial value and a portion of the company's undertaking or property shall be considered to be a substantial portion if—</i></p> <p><i>(a) its value exceeds twenty-five per centum of the total assets of the company;</i></p> <p><i>(b) the net profits, after deducting all charges except taxation and excluding extraordinary items, attributed to it amounts to more than twenty-five per centum of the total net profit of the company;</i></p> <p><i>or</i></p> <p><i>(c) its value exceeds twenty-five per centum of the issued share capital of the company, whichever is the highest.</i></p>
14	In accordance with Section 51 of the FSA, declare dividends but (without prejudice to the powers of MBM to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of MBM, or in excess of the amount authorized by the Directors.
15	Capitalise any sum standing to the credit of any of the Company's reserve accounts (including any capital redemption reserve funds) or any sum standing to the credit of the profit and loss account or otherwise available for distribution.
16	Voluntary winding up of MBM and the appointment and removal of liquidator in the voluntary winding up.
17	Any amendment of the Article or Constitution of MBM or any part thereof.
18	Any transactions under Section 218, Section 224 and Section 228 (with the exception under Section 229) of the Companies Act 2016.

APPENDIX B

NO	BOARD RESERVED MATTERS
1.	Matters concerning the Board and Board Committees i.e. structure, membership requirement, composition, Board Charter, TOR, performance assessment, succession plan and others.
2.	The appointment/reappointment, cessation, terms and conditions/contract of service, assessment on the qualification, fit and proper criteria and independent status, succession plan and annual performance evaluation of Directors.
3.	Matters concerning the Shariah Committee of MBM i.e. reporting structure, membership requirement, composition, TOR, performance assessment, succession plan and others.
4.	The appointment/reappointment, cessation, terms and conditions / contract of service, assessment on the qualification, fit and proper criteria, succession plan and annual performance evaluation of the Shariah Committee Members.
5.	The appointment/ reappointment, confirmation or promotion (if any), cessation, assessment on qualification and fit and proper criteria evaluation, succession plan, annual key performance indicators and annual performance assessment of CEO.
6.	The appointment, removal cessation, assessment of qualification and fit and proper criteria evaluation, succession plan, annual key performance indicators and annual performance assessment of Chief Internal Auditor, Chief Risk Officer, Chief Compliance Officer and Company Secretary.
7.	The internal policies of MBM including any policy for the management and operation of the business of MBM and the corporate governance disclosures. e.g. Treasury Policy, Fit and Proper Policy and others.
8.	The Remuneration Policy of MBM, the periodic review and material changes made to the Policy and MBM's bonus, incentive and increment pool.
9.	The annual remuneration of Directors, Shariah Committee Members, Head of Control Functions, Senior Officer, Material Risk Taker and Company Secretary including the maintenance and regularly review of MBM's list of officers who fall within the definition of "Other Material Risk Takers".
10.	The Business Plan and other initiatives which would, singularly or cumulatively, have a material impact on MBM's risk profile including any initiatives which affect the financial soundness, reputation or key operational controls of MBM.
11.	The recovery and resolution as well as business continuity plans for MBM to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress.
12.	Approval of investment, divestment of a capital project or major changes in the activities of MBM which represents a significant diversification from MBM's existing business activities.
13.	Establishment of subsidiary companies, branch banks, local boards and agencies.
14.	Annual budget of MBM, capital expenditure and/or disposal of capital items sanctioned over and above delegated levels, i.e. where the amount involved exceeds a pre-determined threshold given to Management.
15.	Approval of the financial statements of MBM and its releases, changes in the financial year end, dividend policy and payment, adoption of accounting policies, capitalisation of the profits and reserve of MBM, capital adequacy and effectiveness of MBM's system or risk management and internal controls and MBM's write-offs policy.
16.	The overall risk strategy of MBM, risk appetite (including operational risk appetite) and its implementation, stress testing programme, business plans and other initiatives which would, singularly or cumulatively, have a material impact on MBM's risk profile including any initiatives which affect the financial soundness, reputation or key operational controls of MBM.
17.	The annual MBM's credit risk strategy including MBM's overall direction for its credit activities, its periodic review and update.
18.	MBM's internal policies governing risk concentrations, its annual review, material change and the regular independent review.
19.	MBM's internal policies governing risk concentrations and policy on the circumstances and conditions where a loan/financing facility may be rescheduled or restructured by MBM.

NO	BOARD RESERVED MATTERS
20.	The policies and procedures governing the stress testing programme, the effective implementation of the programme and management actions proposed by Senior Management to mitigate potential vulnerabilities including its respective periodic review.
21.	MBM's written policy on credit transactions, management of credit exposures with connected parties, periodically review / any changes to the said policy, approval of transactions with connected parties and the write-off of connected party, restructure/reschedule loan/financing facility.
22.	MBM's internal audit charter and its periodic review and audit plan including any deferment, if any.
23.	MBM's compliance policy, the structure, reporting and resources of the compliance function.
24.	MBM's AML/CFT policies, the establishment of appropriate mechanisms and procedures to effectively implement AML/CFT and internal controls including the mechanism and procedures to monitor and detect complex and unusual transactions, AML/CFT framework and AML/CFT reporting.
25.	MBM's policies, procedures and controls over the confidentiality and security of customer information.
26.	Significant policies on securitisation activities to be undertaken by MBM, pricing policy for retail lending activities and the annual attestation to BNM on introduction of new products.
27.	MBM's outsourcing risk management framework, outsourcing plan and its submission to BNM.
28.	Authorise the usage of MBM Seal.
29.	Appointment of Corporate Representative of MBM and granting of Power of Attorney by MBM.
30.	Recommendation for the changes in MBM's Constitution.
31.	Utilization of MBM's fund or its subsidiary's fund to purchase of its own shares by MBM.
32.	Calls upon the members in respect of any money unpaid on their shares and forfeiture or lien of shares.
33.	Calling of the Annual General Meeting (and any Extraordinary General Meeting) at such time and place in accordance with the Constitution of MBM.
34.	Recommendation on any matters to be tabled to the Shareholder under the Shareholder's Reserved Matters.