



CAPITALAND MALAYSIA REIT MANAGEMENT SDN. BHD.

MANAGER OF CAPITALAND MALAYSIA TRUST

BOARD CHARTER

1. ROLE OF BOARD

- 1.1 The primary role of the Board of Directors (“**Board**”) of CapitaLand Malaysia REIT Management Sdn. Bhd. (“**CMRM**” or the “**Company**” or the “**Manager**”) is to provide overall guidance and policy directions to Management.
- 1.2 The Board has a primary responsibility to foster the success of the Company, as manager of CapitaLand Malaysia Trust (“**CLMT**”), and its subsidiaries (collectively the “**Group**”) and to deliver sustainable value over the long term to shareholders of the Company as well as unitholders of CLMT.
- 1.3 The Board works with Management to achieve the Group’s objectives and Management is accountable to the Board. Management is responsible for the day-to-day operations in accordance with the policies and directions as may be established by the Board from time to time.

2. DUTIES AND POWERS OF THE BOARD

- 2.1 The duties and powers of the Board include:
 - (a) to approve the strategy and objectives for the Group and to monitor the progress thereof;
 - (b) to approve the financial plan (including annual budgets and capital management plans) and monitor the financial performance of the Group;
 - (c) to approve corporate and financial restructuring, mergers, major acquisitions and divestments;
 - (d) to approve the risk appetite of the Group; and review the adequacy and effectiveness of the risk management and internal control systems;
 - (e) to consider sustainability issues as part of its strategic formulation;
 - (f) to review and approve the appointment of directors and their remuneration;
 - (g) to review the appointment of and succession planning for the CEO;
 - (h) to oversee the overall remuneration policy and compensation framework, and the compensation package for the CEO;
 - (i) to oversee leadership development and succession planning;
 - (j) to review and assess from time to time any real, potential or perceived conflict of interest involving (i) directors, chief executive and key senior management of the Company; and (ii) directors and chief executive of the Trustee of CLMT;

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- (k) to oversee and accord sufficient priority and resources to manage technology risk including to approve and establish technology risk management framework (“**TRM Framework**”), risk appetite and risk tolerance statement and to ensure the TRM Framework and policies are robust and sound; and
- (l) to appoint and remove the Company Secretary.

3. AUTHORITY

- 3.1 The Board oversees the conduct of the business of the Group and, in doing so, may exercise all the powers of the Company, subject to any relevant laws and regulations, and its constitution.
- 3.2 The Board may, but without abdicating its responsibility, delegate any of its powers, authorities and discretions (including the power to sub-delegate) for such time and on such terms as it thinks fit to any board committee, director or any other person.
- 3.3 Directors may appoint, employ or retain such professional advisors whom they may consider appropriate at the Company’s expense.

4. BOARD STRUCTURE

- 4.1 The Board shall determine its size and composition, taking into account the appropriate balance of skills and experience relevant to the business of the Company and the Group.
- 4.2 The Chairman is responsible for the leadership of the Board whereas the CEO has full executive responsibilities over the business and day-to-day operations of the Company and the Group in accordance with the policies and directions as may be established by the Board from time to time.
- 4.3 The directors are stewards of the Company. They must objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company and the Group.
- 4.4 The Board shall regularly review the performance of the Board and Board Committees as well as the performance and independence of each director. Amongst others, an independent non-executive director shall serve for an initial two three-year terms, and any appointment of a director after he or she has served for six years could be extended up to a maximum period of nine years (inclusive of the initial terms), as part of the Board renewal process.

5. OTHER MATTERS

- 5.1 The Board shall regularly review the Board Charter.

Updated on 24 April 2024.