

# Terms of Reference – Deputy Chairman of the Board

*(approved by the Board on 25 March 2010)*

In fulfilling his/her responsibilities, the Deputy Chairman of the Board must:

## 1. Governance

- Comply with the Director Terms of Reference.
- Assist and support the Chairman in ensuring that the Board of Directors discharges its principal areas of responsibility as articulated in Board of Directors Terms of Reference.
- Assist and support the Chairman in providing effective leadership, overseeing all aspects of the Board's direction and administration and ensuring that the Directors works as a cohesive team and builds a healthy corporate governance culture.
- Assist and support the Chairman in ensuring that the Board is sufficiently independent from management, and oversee the standards and processes to promote such independence.
- Assist and support the Chairman in ensuring that where functions are delegated to Committees of the Board, the functions are carried out and the results are reported to the Board of Directors.

## 2. Board and Committee Meetings

- Assist and support the Chairman in scheduling and set, in consultation with Group Company Secretary, other Directors, members of management and Committee chairs as appropriate, the meeting and the agenda of the Board of Directors.
- Assist and support the Chairman in adopting procedures and ensuring that resources are available to the Board of Directors in order that it can conduct its work effectively and efficiently.
- Where required, chair meetings of the Board of Directors and other special meetings.
- When chairing meetings, allot sufficient time during meetings for discussion of agenda items and relevant issues of importance to the Company.

## 3. Board Development and Succession Planning

- Assist and support the Chairman in ensuring that the responsibilities of the Board of Directors as outlined in the Terms of Reference are well understood by both the Board and management and are executed effectively.
- Deal effectively with dissent and work constructively towards achieving consensus and arriving at decisions.
- Facilitate effective communication between Directors and management, both inside and outside of Board meetings.
- Assist and support the Chairman in ensuring, in cooperation with the Group Company Secretary and management, that Directors are receiving information from management that is high in quality, in the appropriate quantity, in a timely fashion, in a convenient format and from suitable sources.

- Assist and support the Chairman in ensuring that the boundaries between board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner.
- Assist and support the Chairman in encouraging Directors to ask questions and express viewpoints during Board Meetings.
- Conduct one on one dialogue with each Board member after the annual peer assessment evaluation where Chairman is unable to do so.
- Work with and assist the CEO, as appropriate, in representing the Company to its shareholders and other stakeholders, such as customers, suppliers, the media, and public.
- Participate in the orientation and mentoring of new Directors and the continuing education and training of current Directors in their respective roles.
- Assist in the selection and mentoring of Committee Chairs where Chairman is unable to do so.
- Act as a spokesperson for the Company, as required.
- In general to support, assist and act as deputy to the Chairman when required.