

## **MATTERS RESERVED FOR THE BOARD (APPENDIX 2)**

Below is the list of matters, which is non exhaustive, reserved for the Board.

### **Strategy and Business Planning**

1. Opcom Group business plan and changes thereon.
2. Opcom Group sustainability governance.
3. Creation of new business or activities or termination of existing business or activities which significantly change the nature of Opcom Group and any of its businesses.
4. Opcom's corporate identity and brand architecture.
5. Opcom Group policies and any revisions or amendments thereto.

### **Finance and Controls**

1. Approval of quarterly, annually unaudited and audited financial statements or any audited financial statements for special purposes.
2. Declaration of interim dividend and recommendation of final dividend.
3. Approval of any significant change in accounting policies and practices of Opcom and its subsidiaries.
4. Reports and findings of the external auditors.
5. Capitalisation of reserves.
6. Write-off, disposal and acquisition of assets/investments/business (in accordance with the limit of authority sets out in the Finance Manual).
7. Limit of authority and any revisions or amendments thereto.
8. Opening and closing of bank accounts.
9. Writing-off of inter-company transactions or balances (in accordance with the limit of authority sets out in the Finance Manual).
10. Change in mode of operation and cheque signatories of bank accounts.
11. Increase / decrease of share capital.
12. Provision / acceptance of inter-company advances and loans.

13. Provision of corporate / financial guarantee and letter of comfort / support.
14. Acceptance of working capital credit facilities.
15. Creation of financial instruments and derivatives (in accordance with the limit of authority sets out in the Finance Manual).
16. Entering of related party transaction (in accordance with the limit of authority sets out in the Finance Manual and Related Party Transaction Policies & Procedures).

### **People**

1. Changes to Opcom Group human resources policy and terms and conditions of employment and benefits.
2. Changes to Opcom's organisational or senior management structure that significantly alters the governance or operational direction of Opcom Group.
3. Annual salary increments and performance bonus.
4. Remuneration, benefits, entitlements and terms of conditions of employment of Executive Directors, key positions of Opcom and its major subsidiaries.
5. Payment of long-term employment incentives.
6. Appointment or termination or resignation of top key positions of Opcom and its major subsidiaries and changes thereafter.
7. Succession plan for top key personnel.
8. Performance evaluation of Executive Director.

### **Compliance and Support**

1. Legal action against any person which will have a significant impact on Opcom Group's business or long-term plan / strategy.
2. Settlement of litigation (in accordance with the limit of authority sets out in the Finance Manual).
3. Appointment of power of attorney.
4. Appointment of Board and Board Committee members.
5. Approval of Opcom Board and Board Committees' charter, terms of reference and changes thereto.
6. Convening of annual general meetings and extraordinary general meetings.
7. Key statements for annual reports, prospectuses and circulars to shareholders.

8. Changes to Constitution.
9. Appointment and termination of share Registrars and Company Secretary / Secretarial Agents.
10. Change of registered office.
11. Appointment of proxy and corporate representative of the Company.
12. Change of Company's name.
13. Winding up of Opcom's business.

### **Assurance**

1. Internal audit charter and any revisions or amendments thereto.
2. Opcom Group internal audit plan.
3. Opcom Group Internal audit report.