

## **Wai Kee Holdings Limited**

### **Chairman and Chief Executive Officer**

Amended and adopted at the Board Meeting on 11th November, 2022

The Chairman of the Board is Mr. Zen Wei Pao, William and the Chief Executive Officer is Mr. Zen Wei Peu, Derek. There is a clear segregation of duties and responsibilities between the Chairman and the Chief Executive Officer to ensure a balance of power and authority. The duties and responsibilities are segregated as follows:

#### ***Chairman***

The Chairman is responsible for overseeing the functioning of the Board and ensuring the establishment of strategic direction of the Group. His duties and responsibilities are:

- (a) to provide leadership for the Board<sup>1</sup>;
- (b) to ensure that all directors are properly briefed on issues arising at Board meetings<sup>2</sup>;
- (c) to ensure all directors receive in a timely manner, adequate information which must be accurate and clear, complete and reliable<sup>3</sup>;
- (d) to ensure the Board works effectively and performs its responsibilities and discuss all key and appropriate issues in a timely manner<sup>4</sup>;
- (e) to ensure the Company Secretary draws up the agenda for each Board meeting on his behalf<sup>5</sup>;
- (f) to approve the agenda for each Board meeting, taking into account, any matters proposed by the other directors for inclusion in agenda<sup>6</sup>;
- (g) to ensure that Board decisions are properly implemented;
- (h) to ensure that good corporate governance practices and procedures are established<sup>7</sup>;
- (i) to ensure effective communication of the Board with senior management, Audit Committee, Remuneration Committee and Nomination Committee;
- (j) to encourage all directors to make a full and active contribution to the Board's affairs and take lead to ensure that it acts in the best interest of the Company<sup>8</sup>;

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<sup>1</sup> Code Provision C.2.4

<sup>2</sup> Code Provision C.2.2

<sup>3</sup> Code Provision C.2.3

<sup>4</sup> Code Provision C.2.4

<sup>5</sup> Code Provision C.2.4

<sup>6</sup> Code Provision C.2.4

<sup>7</sup> Code Provision C.2.5

<sup>8</sup> Code Provision C.2.6

- (k) to encourage directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that Board decisions fairly reflect Board consensus<sup>9</sup>;
- (l) to meet at least annually with independent non-executive directors without the presence of other directors;<sup>10</sup>
- (m) to promote a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors<sup>11</sup>; and
- (n) to ensure appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the Board as a whole<sup>12</sup>.

### ***Chief Executive Officer***

The Chief Executive Officer is responsible for managing the Group's business. His duties and responsibilities are:

- (a) to implement the Board's approved strategy and policies;
- (b) to oversee the day to day management of the Group;
- (c) to deputize the Chairman in his absence; and
- (d) to assist the Chairman in his duties.

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<sup>9</sup> Code Provision C.2.6

<sup>10</sup> Code Provision C.2.7

<sup>11</sup> Code Provision C.2.9

<sup>12</sup> Code Provision C.2.8