

## **Wai Kee Holdings Limited**

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

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;
- (b) to ensure that all directors are properly briefed on issues arising at Board meetings;
- (c) to ensure all directors receive in a timely manner, adequate information which must be accurate and clear, complete and reliable;
- (d) to ensure the Board works effectively and performs its responsibilities and discuss all key and appropriate issues in a timely manner;
- (e) to ensure the Company Secretary draws up the agenda for each Board meeting on his behalf;
- (f) to approve the agenda for each Board meeting, taking into account, any matters proposed by the other directors for inclusion in agenda;
- (g) to ensure that Board decisions are properly implemented;
- (h) to ensure that good corporate governance practices and procedures are established;
- (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;
- (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;
- (l) to meet at least annually with non-executive directors (including independent non-executive directors) without the executive directors present;
- (m) to promote a culture of openness and debate by facilitating the effective contribution of non-executive directors and ensuring constructive relations between executive and non-executive directors; 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.

### ***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.