

## **Role of the Senior Independent Director (“SID”)**

*The SID supports the Chairman on all governance issues including the annual review of Board effectiveness and leads the annual evaluation of the Chairman. The SID provides a communication channel between the Chairman and Non-Executive Directors and, when required, shareholders. The SID shall be an independent Non-Executive Director, appointed from the Company’s current Board of Directors.*

### **Main Responsibilities**

#### **Chairman**

1. To provide a sounding board for the Chairman and support the Chairman in the delivery of the Company’s objectives.
2. To serve as an intermediary between the Chairman and the Non-Executive Directors when necessary and ensure that the views of all directors are conveyed to the Chairman.
3. To meet with the Non-Executive Directors at least annually, without the Chairman present, to appraise the Chairman’s performance. To meet on such other occasions as deemed appropriate.
4. Chair the Nomination Committee when considering succession of Chairman of the Board.

#### **Non-Executive Directors**

5. To ensure that the views of each Non-Executive Director are given due consideration and to be available for confidential discussions with those who may have concerns, which they believe have not been properly considered by the Board as a whole.
6. To maintain stability and cohesion within the Board and the Company, particularly during period of stress.

#### **Shareholders**

7. To be available to shareholders, and other stakeholders, if they have reason for concern which contact through the normal channels of

## Role of the Senior Independent Director (cont.)

communication with the Chairman or the Manager has failed to resolve or for which contact is inappropriate.

8. To attend meetings with a range of major shareholders to listen to their views to help develop a balanced understanding of their issues and concerns.
9. To work with the Board, the Manager and the Company's shareholders (as necessary) to resolve any significant issues that may arise.

### **Behaviours and Competencies**

1. Upholds the highest standards of integrity and probity.
  2. A facilitator, able to build consensus.
  3. Diplomatic, but able to deal with conflict in a straightforward manner.
  4. Generates constructive relationships with the Chairman and the Non-Executive Directors, as well as the Manager.
  5. Generates constructive relationships with investors.
  6. Maintains sound judgement under pressure and is able to make difficult decisions.
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