

HENDERSON FAR EAST INCOME LIMITED

Role of the Chairman of the Board

Board leadership

- Provide leadership of the Board and manage the business of the Board through setting its agenda and taking account of the issues and concerns of Board members.
- Ensure the knowledge, skill and experience of Board members is combined into an effective working group.
- Identify the key tasks the Board should carry out and ensure they are effectively addressed.
- Formulate a vision of the future for the Company and assist the Board in focusing on the strategic objectives.
- Assess the changes likely to occur in the Asia Pacific region and the opportunities and threats they might pose.
- When necessary, ensure the Board formulates a response to a changing business environment.
- Ensure that members of the Board receive accurate, timely and high-quality supporting information enabling them to monitor performance effectively and make sound decisions.
- Ensure that the Board meets with sufficient frequency to fulfil its oversight duties and fully discuss any matters requiring in-depth discussion.
- Facilitating open, honest and constructive debate amongst directors which challenges the Manager and other third-party service providers in their delivery of services to the Company.
- Build an effective and complimentary Board, initiating change and regularly considering succession planning and Board composition through the work of the Nomination[s] Committee.

Membership and composition of the Board

- Lead the Nomination Committee in succession planning and the identification of potential candidates having regard to the skills, experience and diversity which the Board requires to be effective.
- Consider the developmental needs of the directors so that they continually update their skills and knowledge, and ensure that a comprehensive induction is provided to new directors.
- Ensure the performance of the Board, its committees and individual directors is evaluated at least annually and acting on the results of such evaluation.

Relationship with the Manager

- Maintain the relationship with the Manager, and Fund Manager, ensuring effective engagement with the Company whilst providing robust challenge to the Manager's proposals.

- Ensure the performance of the Manager is evaluated formally annually and acting on the results of such evaluation.

Governance and culture

- Lead the Board's determination of appropriate corporate governance and business values, including culture.
- Approve requests from directors for dealing in the Company's shares.

Shareholders and other stakeholders

- Represent the Board's views and positions to shareholders, other stakeholders and the wider community.
- Ensure that the Manager provides effective and appropriate communication of performance and other information to the Company's shareholders through the Fund Manager, sales and/or marketing teams and the Company's corporate broker.
- Engage with shareholders and ensuring the Board is aware of their views.
- Balance the interests of the different stakeholders, while preserving an independent view.
- Act as chair of shareholder meetings.

(Adopted on 20 June 2019)