

NORHANA OTHMAN

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Bandar Menjalara, 52200, Kuala Lumpur

Nationality: Malaysian

EXECUTIVE SUMMARY

- Leader with over 25 years' experience leading department and interfacing with C-level leadership and Board of Directors to drive key corporate secretarial and boardroom management functions at conglomerates, GLCs, financial institutions and insurance company across Malaysia and highly experienced NACRA-winning Corporate Services manager.
- Deep expertise with corporate exercises and governance; adept at providing strategies, developing policies, and leveraging stakeholders to advance major actions, including mergers and acquisitions valued over RM875M, Board of Directors nomination and appointments, Bursa Malaysia listings, Joint Ventures, and annual reports.
- Keen organiser with track record of heading departments of ~17 staff to produce high volumes of accurate, end-to-end documentation on tight deadlines, advisory roles to the Board of Directors, from pre-meeting supporting documents to post-meeting reports.
- Achievements include:
 - Developed policies covering Director Remuneration, Fit and Proper criteria framework, and Board Succession Plan; also established Code of Conduct and Business Ethics for Board of Directors as a guidance for Board of Directors to perform their fiduciary duty, oversight function, managing conflict and integrity ~ *Agrobank*
 - Spearheaded critical corporate exercises in support of ECM Libra Investment Bank Berhad acquisition valued at over RM875M, executing due diligence exercises, preparing legal and secretarial documentation, and part of the Working Group Committee to review accuracy of submission to Securities Commission. ~ *KE&N Kenanga Holdings Berhad/Kenanga Investment Bank Berhad*
 - Secured National Annual Corporate Report Award in 2003 and 2004 by overseeing preparation of high-quality, comprehensive annual report demonstrating company strategy, insights, and value creation to shareholders. ~ *Pharmaniaga Berhad*
 - Involved in preparation of legal and secretarial documents for various corporate exercise such as migration to Main Board, Bonus Issue, ESOS, Acquisition, Joint Venture and Related Party Transactions ~ *Pharmaniaga Berhad*

KEY SKILLS

Company Secretary • Corporate Governance • Board Meeting Management • Board Nomination • Stakeholder Management
• Corporate Administration • Legal Compliance • Strategic Planning • Coaching and Development (Director-Level)
• Finance/Islamic Finance • Cross-Functional Team Leadership • Internal Corporate Communications • Project Management •
Conflict Resolution

Compliance Expertise

Financial Services Act 2013 • Development Financial Institutions Act 2002 (DFIA) • Malaysian Code of Corporate
Governance • Bursa Malaysia • Securities Commission Malaysia Act 1993
• BNM Policy on Corporate Governance

PROFESSIONAL EXPERIENCE

HEAD – COMPANY SECRETARIAL DEPT | COMPANY SECRETARY Jan 2023 - Present **Tune Protect Group Berhad | Tune Insurance Malaysia Berhad (Tune Protect)**

- Oversee Company Secretarial while executing Company Secretary duties across Tune Protect Group Berhad and its subsidiaries; direct efficient communication between C-level leadership and Board of up to 6 directors, manage and organise board meetings, and ensure compliance with relevant corporate governance and financial regulations.
- Plan meetings of Board of Directors and Board Committees, directing support teams to develop necessary documents, briefing board members in preparation, ensuring accuracy and timeliness of meeting minutes, and providing input and legal guidance for Board and Board Committee meetings quarterly.
- Lead Company Secretarial Department of 5 staff, delegating tasks and directing workflows to ensure timely filing up to 15 deliverables per quarter, including signed meeting minute reports, compliance submissions, annual returns, audited accounts, quarterly reports, bursa announcements; prepare annual report according to statutory requirements.

Significant Achievements

- Implements a simplified process in documentation for secretarial and Board and Board Committee meeting preparation.

HEAD - CORPORATE SERVICES DEPT | COMPANY SECRETARY May 2018 – Jan 2023 **Bank Pertanian Malaysia Berhad (Agrobank)**

- Oversaw Corporate Services Department while executing Company Secretary duties across Agrobank; direct efficient communication between C-level leadership and Board of up to 12 directors, manage and organise board meetings, and ensure compliance with relevant corporate governance and financial regulations.
- Played key role in nomination, induction, and training of directors; foster director awareness of relevant legal and fiduciary obligations, providing guidance on business ethics and corporate governance as necessary and organising up to 6 Director Development training sessions yearly to ensure directors are fit to deliver their fiduciary duty.
- Led Corporate Services Department of 17 staff, delegating tasks and directing workflows to ensure timely filing up to 50 deliverables per quarter, including signed meeting minute reports, compliance submissions, annual returns, audited accounts, and quarterly reports; prepare annual report according to statutory requirements.
- Plan meetings of Board of Directors and Board Committees, directing support teams to develop necessary documents, briefing board members in preparation, ensuring accuracy and timeliness of meeting minutes, and providing input and legal guidance for 7 board-level meetings monthly.

Significant Achievements

- Developed policies covering Director's Remuneration, Fit and Proper criteria guidelines, and Board Succession Plan, as well as establishing Directors' Code of Conduct and Business Conduct.

VICE PRESIDENT, CORPORATE SECRETARIAL **Iskandar Investment Berhad**

May 2013 – May 2018

- Oversaw secretarial services and ensured compliance, leading 4-person team to support 7 directors across Board, reporting to Managing Director and representing ~13 subsidiaries across group as Company Secretary. Managed and supported execution of 24 board and board committee meetings per quarter.
- Handled secretarial documentation for restructuring exercises involving major government shareholders.
- Prepared resolutions, research papers, and advisory documents on various planned developments; routinely travelled to Johor, Middle East, and Europe on fact-finding missions for special property development projects.

VICE PRESIDENT, GROUP COMPANY SECRETARIAL
K&N Kenanga Holdings Berhad | Kenanga Investment Bank Berhad

Jul 2011 – Apr 2013

- Coordinated group secretarial services and Company Secretary representation for 7 subsidiaries across group, assisting in leadership of 9-person team, drafting minutes and resolutions and compiling Board and subcommittee papers, and advising on compliance to Bank Negara Malaysia.

Significant Achievements

- Supported corporate exercises within core 3-person team to drive ECM Libra Investment Bank Berhad acquisition valued at over RM875M. Assisted due diligence exercises, prepared legal and secretarial documents, and served on Working Group Committee to review submission to Securities Commission.

SENIOR MANAGER, LEGAL & SECRETARIAL DEPT | CO-SEC
Pharmaniaga Berhad

Jan 2001 – Jun 2011

- Led department of 7 staff in covering legal, secretarial, and governance functions for group across Malaysia, Indonesia, China, and the Cayman Islands. Drafted legal correspondence and monitored proceedings issued by and against Pharmaniaga, coordinated Board and committee meetings, and spearheaded key corporate exercises.
- Supported corporate exercises across group, including Bonus Issues, Transfers to Main Board, ESOS, Acquisitions, Joint Ventures, Related Party Transactions, and MGO, coordinating with networks of merchant bankers, solicitors, and government regulators to develop submissions for approval, announcements, and due diligence reports.

Significant Achievements

- Secured National Annual Corporate Report Award in 2003 and 2004 by overseeing preparation of high-quality, comprehensive annual report demonstrating company strategy, insights, and value creation to shareholders.

LEGAL EXECUTIVE

Jul 1995 – Apr 2000

Credit Corporation Malaysia Berhad

- Oversaw legal and secretarial functions for company, providing legal advice on financing facilities and handling various corporate exercises for clients, from mergers and acquisitions to general offers and equity financing; prepared strategic and business plans, covered monthly reporting, and attended board and subcommittee meetings.

LEGAL ASSISTANT

Jul 1994 – Apr 1995

Messrs Halim Ismail & Co (Advocates & Solicitors)

- Handled conveyancing and litigation matters.

EDUCATION AND QUALIFICATIONS

PRACTISING CERTIFICATE FOR COMPANY SECRETARIES

Companies Commission of Malaysia (No: 202008001519) – 2020

CERTIFIED FELLOWSHIP (MCCS)

Malaysian Association of Company Secretaries (No: MACS01597) – 2011

COMPANY SECRETARY'S LICENSE (CCM)

Companies Commission of Malaysia – 2002

ADMISSION TO THE BAR

Malaysian Bar – 1994

BACHELOR OF LAWS (LL. B) HONS.

International Islamic University Malaysia – 1993

MISCELLANEOUS INFO

Languages: Fluent in English, Malay

Availability: 3 Months' Notice