

**NYLEX (MALAYSIA) BERHAD**  
**[197001000148(9378-T)]**  
(Incorporated in Malaysia)

## **BOARD CHARTER**

### **1 INTRODUCTION**

This Board Charter is designed to provide the Board of Directors of the Company (collectively the "Board" and individually the "Director/s") with greater clarity regarding the roles of the Board and the responsibilities of Directors of the Company in carrying out their roles and discharging their duties to the Company, and the Board's operating practices.

The Board has established this Board Charter based on the key values, principles and ethos of the Company, and the policies and strategy development are based on these considerations.

This Board Charter incorporates the Principles and Practices of the Malaysian Code on Corporate Governance ("MCCG"), as considered appropriate, relevant provisions of the Companies Act 2016 ("the Act"), the Constitution of the Company and the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

All Directors are expected to show good stewardship and act in a professional manner in accordance with the appropriate standards of good corporate governance.

The Board is committed towards adopting a Corporate Governance Framework which complies with the principles of the MCCG, where applicable to the Group's unique operational and business environment.

### **2 PURPOSE**

The Board Charter sets out the authorities, roles, functions, compositions and responsibilities of the Board to assist the Directors to be aware of their duties and responsibilities to effectively discharge their fiduciary duty in managing the affairs of the Group.

### **3 THE BOARD**

#### **3.1 Size and Composition**

The Company's Constitution ("Constitution") allows a minimum of two (2) and a maximum of eleven (11) Directors on the Board. The Main Board Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") stipulates that at least two (2) or one-third (1/3) of the total Board members, whichever is the higher, shall comprise of Independent Directors. In the event of any vacancy in the Board resulting in non-compliance with the aforesaid provision, the Company must fill the vacancy within three (3) months from the occurrence of the event.

The Board is led by Chairman and is supported by the Group Managing Director ("GMD"). The positions of the Chairman and GMD are separated and clearly defined.

The Board shall comprise qualified individual with a wide range of experience, business acumen, skill and functional knowledge in business and public services and who come from diverse academic backgrounds encompassing legal, accounting, economics, corporate finance and marketing.

To foster greater objectivity in the boardroom and to provide the necessary checks and balances on the conduct of the GMD in managing the business of the Group, a majority of the Board shall compose of Non-Executive Directors (“NEDs”), in particular the Independent Non-Executive Directors (“INEDs”) who are independent of management and free from any business or other relationship so as to bring an independent judgment to bear on the issues of strategy, business performance, resources and standards of conduct and to provide independent views in the Board's discussion. INEDs should participate actively in the Board Committees of the Company.

There should be a clear and accepted division of responsibilities amongst the Directors of the Company to ensure a balance of power and authority such that no one Director has unfettered powers of decision. The division of responsibilities is to be regularly reviewed taking into consideration the operational, financial and business development aspects of the Group to ensure the Group's needs are consistently met.

All Board members shall notify the Chairman of the Board before accepting any new directorship in other companies. The notification shall include an indication of time that will be spent on the new appointment. All Board members shall remain mindful of the limits of directorship in public listed companies specified by the Listing Requirements when accepting new directorship roles.

The Remuneration and Nomination Committee is entrusted by the Board to review the required mix of skills, experience and other requisite qualities of Directors and to undertake an annual assessment to determine the effectiveness of the Board as a whole and the Board Committees, as well as the performance and contribution of each individual Directors.

### **3.2 Duties and Responsibilities of the Board**

The Board is responsible for the Group's overall strategic direction, business and financial performance, risk management, internal control and management, information systems and investor relations. The principal duties and responsibilities of the Board are, inter alia, as follows:

- **Formulating and reviewing the business direction and objectives of the Group**

The Board plays an active role in formulating the Group's overall business direction and in reviewing the Group's business strategies and financial performances at regular intervals. In carrying out its duties, the Board ensures that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability.

The Board also reviews and approves key operational policies and initiatives, as well as major investments and funding decisions of the Group.

- **Overseeing the conduct of business of the Group**

The Board has established the Board Committees, namely the Audit Committee and the Remuneration and Nomination Committee (“R&N Committee”), which are entrusted with specific responsibilities to oversee the affairs of the Group with authority to act on behalf of the Board in accordance with their respective Terms of Reference. At each Board meeting, the Chairman of the respective Board Committees would report to the Board on the key matters discussed by the Board Committees at their respective meetings.

Overall, the Board's duties in overseeing the conduct of business of the Group includes monitoring and assessing Management's implementation of its business strategies, protecting the Group's assets and the integrity of its financial and non-financial reporting through the upholding of effective risk management and internal controls systems, setting Group values and promoting ethical and good corporate governance practices by building such values into internal procedures and policies, and maintaining procedures to enable effective communication with stakeholders.

- **Reviewing the risk management framework and the adequacy and integrity of the Group's internal control system and management information system.**

The Board, through the Audit Committee, conducts periodic reviews on the risk management framework to ensure compliance with the relevant laws, rules, regulations, directives, guidelines and the business objectives of the Group. Authority levels, control procedures, reporting mechanisms and internal audit function are subject to periodic reviews by the Board.

- **Succession planning**

The Board ensures that all candidates appointed to Senior Management positions are of sufficient calibre and that there are programmes in place to provide for the orderly succession of Senior Management.

### **3.3 Board reserved matters**

The Board reserves a formal schedule of matters for the Board's deliberation and approval. This includes, among others, the following matters:-

- i. Strategic issues and planning, including sustainability;
- ii. Budget and performance reviews;
- iii. Quarterly financial results and audited financial statements;
- iv. Dividend policy or declaration of dividends;
- v. Capital expenditures;
- vi. Material borrowings;
- vii. Strategic investments, mergers and acquisitions and corporate exercises;
- viii. Treasury policies;
- ix. Authority matrix;
- x. Key human resources issues;
- xi. Material acquisitions and disposals of undertakings and properties; and
- xii. Conflict of interest issues relating to a substantial shareholder or a Director including approving related party transactions.

### **3.4 Duties and Responsibilities of Individual Directors**

A Director shall at all times exercise his powers for a proper purpose and in good faith in the best interest of the Group and shall act honestly and use reasonable care, skill and diligence in the discharge of the duties of his office. He must act with integrity, lead by example, keep abreast of his responsibilities as a Director and of the conduct, business activities and development of the Company. One shall not make use of any information acquired by virtue of his position to gain directly or indirectly an improper advantage for himself or for any other person or to cause detriment to the Company.

### **3.5 Roles of Chairman and Group Managing Director (“GMD”)**

The Group has adopted the practice of the MCCG whereby the positions of the Non-Executive Chairman and the GMD are held by different individuals.

The roles of the Non-Executive Chairman and the GMD are distinct and separate with individual responsibilities and clearly defined duties, power and authorities.

The Chairman holds a non-executive position and is primarily responsible for instilling good corporate governance practices, providing leadership and ensuring the Board's effectiveness and conduct in discharging its responsibilities as well as leading the Board in the oversight of the Management.

The principal duties and responsibilities of the Chairman are, inter alia, as follows:

- Providing leadership for the Board so that the Board can perform its responsibilities effectively;
- Setting the Board agenda and ensuring that Board members receive adequate and accurate information in a timely manner;
- Leading Board meetings and discussions;
- Encouraging active participation and allowing dissenting views to be freely expressed;
- Managing the interface between Board and Management;
- Ensuring appropriate steps are taken to provide effective communication with stakeholders and that their views are communicated to the Board as a whole; and
- Leading the Board in the adoption and implementation of good corporate governance practices in the Company.

On the other hand, the GMD with the assistance of the Deputy Chief Executive Officer, are accountable for the day-to-day management of the Group's business operations and implementation of the Board's decisions and policies. They are supported by the management team which consists of the Chief Financial Officer and the various divisional heads.

The distinct and separate roles of the Chairman and the GMD, with a clear division of responsibilities, ensure a balance of power and authorities, such that no one individual has unfettered powers of decision making.

### **3.6 Roles of NEDs**

NEDs act as a channel of communication between management, shareholders and other stakeholders. They provide the relevant checks and balances, focusing on shareholders' and other stakeholders' interests and ensuring that high standards of corporate governance are applied. To discharge their duties effectively, NEDs need to be sound in judgement and to have an inquiring mind. They should question intelligently, debate constructively, challenge rigorously and decide dispassionately.

The responsibilities of NEDs are, amongst others:-

- advising and directing management in the development and evaluation of strategy;
- scrutinising the performance of management in meeting agreed goals and objectives and monitoring the reporting of performance;
- satisfying themselves that the financial information presented is accurate; and

- reviewing the risk management and internal control systems to ensure that they are robust and defensible.

### **3.7 Board Committees**

The Board may from time to time establish Board Committees as it considers appropriate to assist in carrying out its duties and responsibilities.

The Board has established an Audit Committee and a Remuneration and Nomination Committee which are entrusted with specific responsibilities to oversee the affairs of the Company with authority to act on behalf of the Board in accordance with their respective Terms of Reference, which are available at the Company's website.

The Board Committees do not make decision on behalf of the Board. Each Board Committee examines particular issues that are within their respective Terms of Reference and make the necessary recommendations to the Board for the Board's consideration and approval.

### **3.8 Board Meetings**

The Board holds its Board meetings quarterly and additional meetings are convened as and when necessary as determined by the Chairman. The proceedings of Board meetings shall be in accordance with the Constitution of the Company.

At the end of each calendar year, the Company Secretaries shall draw up a proposed timetable for the Board and Board Committee meetings, including the annual general meeting ("AGM"), to be held in the next calendar year, to ease the Directors in planning their attendances at the Board/Committee meetings and AGM. The notice of every Board and Board Committees' meeting shall be served at least five (5) business days before the meeting (or a shorter period where it is unavoidable provided that the issue to be deliberated is a matter of urgency).

Prior to the Board/Board Committee meetings, the Directors are provided with an agenda on matters to be discussed together with the meeting papers which contain minutes of meetings, operational and financial performance reports, details of corporate proposals, the quarterly Interim Financial Reports or the annual Audited Financial Statements, reports of the Board Committees, Internal Audit Reports and other matters for the Directors' and Board Committee members' perusal before the Board/Committee meetings. The Company Secretaries should ensure that meeting materials are circulated to the Directors at least five (5) business days prior to the Board meetings. Directors are expected to review in advance the meeting papers to facilitate meaningful deliberation during each meeting.

Directors may participate in a meeting of the Board or Board Committees by means of a conference telephone, video, electronic or such other communication facilities which would permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Participation by a person in a meeting by conference telephone, video, electronic or such other communication facilities shall be treated as if that Director was present in person at the said meeting and shall be counted towards the quorum notwithstanding the fact that he/she is not physically present at the venue where the meeting is to be held. For the avoidance of doubt, such a meeting shall be deemed to be held at the place where the Chairman of the meeting is at the start of the meeting.

The Board ensures that the minutes of meetings accurately reflect the deliberations and decisions of the Board, including the proceedings of the meeting, pertinent issues or dissenting views, substance of inquiries or responses, members' suggestions, rationale behind the decisions made, and whether any Director abstained from voting or deliberating on a particular matter. The Company Secretaries ensures that the minutes of meetings are circulated for the Directors' review and comments in a timely manner.

All Directors must meet the minimum 50% attendance requirement imposed by the Listing Requirements. Senior management or external parties such as auditors, solicitors, advisers or consultants appointed by the Company may be invited to attend the Board meetings on matters relating to their areas of responsibilities and to provide the Board with explanations and clarifications to facilitate the Board in making an informed decisions.

The decisions of the Board are decided by a simple majority of votes of the Directors present at the Board meetings. In the event of an equality of votes, the Chairman shall have a second or casting vote except where only two (2) Directors are present or only two (2) Directors are competent to vote on the particular issue. In the event there are personal interests/conflict of interests in respect of any matter, the Director concerned must declare his/her interests and excuse himself from the discussion and the meeting and abstain from voting on the matter.

In the event matters requiring the Board's decision arise between Board meetings, such matters shall be resolved via written resolutions which shall be supported by relevant papers setting out details of the subject matter. Such written resolutions signed or approved by a majority of the Directors for the time being, if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by the Director shall be as valid and effectual as if it were a resolution duly passed at a Board Meeting.

### **3.9 Conflict of Interest and Transaction involving Directors**

Conflict may arise from the interest (direct or indirect) of a director, member or major shareholder or person connected with such director, member or major shareholder in a transaction proposed to be entered into or action/decision to be taken by the Company or its subsidiaries.

A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare his interest in accordance with the provisions of the Act. The Director concerned shall not participate in deliberations and shall abstain himself from voting in any matter arising thereof.

Should there be an actual, potential or perceived conflict of interest between the Company or a related corporation and a Director, or an associate of a Director such as a spouse or other family members, the Director involved shall make full disclosure and act honestly in the best interest of the Company.

Directors can be regarded as having a conflict of interest where the company, he or she is associated with derives an advantage from him being a Director. A director is required at all times to declare such conflict and if so required by the Board, to withdraw from any voting or deliberation of a matter in which the Director or member may have an interest.

For Director who is appointed by virtue of his position as a representative of a shareholder, must act in the best interest of the Group. In the event of any conflict between his duty to act in the best interest of the Group and his duty to his nominator, he must not subordinate his duty to act in the best interest of the Group to his nominator.

The Listing Requirements further provides that a Director with any interest, direct or indirect, must abstain from board deliberation and voting on the relevant resolution in respect of the related party transaction.

### **3.10 Re-election**

In accordance with the Company's Constitution, an election of Directors shall take place each year at the AGM where one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3), shall retire from office at the conclusion of the AGM, provided always that all Directors shall retire from office at least once in every three (3) years, and shall be eligible for re-election. A retiring Director shall retain office until the close of the meeting at which he retires.

The Board and the R&N Committee will consider the performance, contribution, and independence of the Director (through the annual evaluation of the individual Directors) and conduct the fit and proper assessment prior to making recommendation for re-election of the existing Director. The fit and proper assessment shall be guided by the Directors' Fit and Proper Policy adopted by the Company.

Motions to re-elect Directors are voted on individually.

### **3.11 Familiarisation With Business And On-Going Training**

New members of the Board are provided with background material and are offered management briefings on strategic and other issues affecting the Company and the Group. Directors are expected to acquire and maintain sufficiently detailed knowledge of the Company's and of the Group's business and their on-going performance to enable the Board to make informed decisions on the issues before the Board.

Directors are encouraged to undertake appropriate course and training at the Company's expense so as to ensure that they are able to perform their duties as Directors of the Company to the best possible standards.

### **3.12 Tenure Of Independent Directors**

The Board had adopted the criteria set out under the definitions of Independent Director in the Listing Requirements to assess the independence of the Independent Directors.

The Board is of the view that the length of service of Independent Directors does not affect their independence. More importantly, they must maintain their independence from management and be free from any business or other relationship which could interfere with the exercise of independent judgment or the ability to act in the best interest of the Company.

The Board noted recommendation of Practice 5.3 of the MCGG that the tenure of an Independent Director should not exceed a term limit of nine (9) years. Upon completion of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years in the same capacity, it should provide justification and seek annual shareholders' approval through a 2-tier voting process.

### **3.13 Directors' Remuneration**

Directors' remuneration package is dictated by the individual's responsibilities, contributions and performance, comparing actual KPIs against pre-assigned benchmarks to determine performance, as well as market competitiveness.

Directors' fees and any benefits payable to the Directors shall be subject to annual shareholders' approval at a general meeting.

The review of the Directors' fees and benefits payable will be carried out by the R&N Committee on an annual basis for the approval of the Board prior to recommending the same for shareholders' approval at the AGM of the Company. Directors holding executive office shall not be involved in discussion to decide on their remuneration. Directors who are shareholders, and controlling shareholders with a nominee or connected director on the Board should also abstain from voting on the resolution approving Directors' fees at the general meeting.

The assessment in determining the Directors' remuneration shall be guided by the Remuneration Policy adopted by the Company.

## **4. ACCESS TO INFORMATION AND ADVICE**

All Directors have unrestricted access to information of the Company and of the Group and on an on-going basis, the Directors interact with the management team to seek further information, updates or explanation on any aspect of the Group's operations or businesses. The Board or any Director shall also have access to the advice and services of the Company Secretaries and may engage independent professional advice on any matters connected with the discharge of their responsibilities as they may deem necessary and appropriate at the Company's expense.

If a Board Committee or Director consider such advice necessary for the discharge of their/his duties and responsibilities as Director or as provided under the Terms of Reference and, for the benefit of the Company, such Board Committee or Director shall first discuss it with the Board and, having done so, shall be free to proceed, where appropriate.

## **5. COMPANY SECRETARIES**

The Company Secretaries play an advisory role to the Board on compliance matters such as company law and the Listing Requirements. The Company Secretaries ensure adherence to the Company's Constitution, Board and Board Committees' policies and procedures as well as pertinent regulatory requirements. The Company Secretaries have a key role to play in ensuring that the decision of the Board and Board Committees are relayed to management to act upon. They provides updates and assist the Board with interpreting regulatory requirements related to the Company and securities regulations as well as the Listing Requirements.



The Company Secretaries are also involved in facilitating all Company's meetings (i.e. Board meetings, meetings of the Board Committees and general meetings), attending and recording minutes of all Company's meetings as well as facilitating Board communication. They also facilitate the orientation of new Directors and assist in Directors' training and development. They are also involved in managing processes pertaining to the annual general meetings; monitoring corporate governance developments and assist the Board in applying governance practices to meet the Board's needs and stakeholders' expectations.

They involve in managing processes pertaining to the general meetings and serve as a focal point for stakeholders' communication and engagement on corporate governance issues.

## **6. CODE OF CONDUCT AND ETHICS**

All Directors of the Group are to maintain the highest degree of integrity and professionalism while promoting transparency and accountability in their actions.

The Company has in place the Code of Conduct and Ethics, which formulated to enhance the standard of corporate governance and corporate behaviour through:-

- establishing a standard of ethical behaviour for Directors based on trustworthiness and values that can be accepted and upheld by any one person;
- upholding the spirit of responsibility and social responsibility in line with the Company's legislation, regulations and administrative guidelines; and
- manage conflicts of interest, and prevent the abuse of power, corruption, insider trading and money laundering.

## **7. ENVIRONMENTAL, SOCIAL AND GOVERNANCE**

The Board recognises the need for strategies and plans to promote and contribute towards sustainable development, with particular focus on the environmental, social and governance aspects of business.

The Company will constantly strive to maintain a safe and conducive work environment for its employees and adopts documented policies and procedures as part of its commitment towards Quality, Health, Safety and Environment.

## **8. ANTI-BRIBERY & ANTI-CORRUPTION AND WHISTLEBLOWING POLICY**

The Group adopts a zero-tolerance approach to all forms of bribery and corruption as spelt out in its Anti-Bribery & Anti-Corruption Policy ("ABAC Policy").

The ABAC Policy applies to all individuals working at all levels and grades within the Group, including Directors (including executive and non-executive), employees (permanent, contract and temporary), business partners, contractors, other contracting parties, or any other persons associated with the Group.

**9. WHISTLEBLOWING POLICY**

The Group is committed to the values of transparency, integrity, impartiality and accountability in the conduct of its business and affairs. For this purpose, the Board has established the Whistleblowing Policy to provide an avenue for employees of the Group and members of the public to raise genuine concerns of any wrongdoing or improper conduct involving the Group and/or its Directors, managers or employees.

The Board has overall responsibility for the Whistleblowing Policy and overseeing its implementation.

**10. REVIEW OF THE BOARD CHARTER**

The Board will review and update the Board Charter periodically to take into consideration the needs of the Company and any new rules and regulations that may have an impact on the discharge of the Board's duties and responsibilities.

This Board Charter was last reviewed by the Board on 30 August 2022