

**NYLEX (MALAYSIA) BERHAD**  
[Registration No.: 197001000148(9378-T)]  
(Incorporated in Malaysia)

Date of Revised Statement : 09/08/2024  
Last reviewed and approved by the 27/08/2024  
Remuneration and Nomination  
Committee :  
Approved by the Board of Directors : 13/09/2024

## **TERMS OF REFERENCE OF THE REMUNERATION & NOMINATION COMMITTEE**

### **COMPOSITION**

The Remuneration & Nomination Committee ("R&N Committee" or "Committee") shall be appointed by the Board of Directors of the Company ("Board") from amongst its members. The Committee shall comprise at least three (3) members, who must be Non-Executive Directors, with a majority being Independent Directors as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"). The Chairman of the Board shall not be a member of the Committee.

The Chairman of the R&N Committee shall be elected from amongst the members of the Committee who must be an Independent Director.

In the event of any vacancy in the Committee or the office of Chairman of the Committee resulting in less than three (3) members, the Board shall within three (3) months of that event fill the vacancy.

All members of the Committee, including the Chairman, shall hold office until otherwise determined by the Board.

### **SECRETARY**

One of the Company Secretaries shall be the Secretary of the Committee. The Secretary, in consultation with the Chairman of the Committee, will be responsible for determining the agenda for each Committee meeting. The Secretary will also be responsible for keeping proper records, including the minutes and resolutions of the Committee.

### **MEETINGS**

The Committee shall meet at least once a year or as and when directed by the Board or upon the request of any member of the Committee or at the Chairman's discretion to fulfil its responsibilities. Unless otherwise directed by the Chairman of the Committee, the Group Managing Director ("GMD"), Deputy Chief Executive Officer, Chief Financial Officer and relevant advisors will be invited to attend the Committee's meeting.

The quorum for a Committee meeting shall be two (2) members, both of whom must be Independent Directors. The meeting agenda shall be sent to all Committee members and any other persons required to attend the meeting at least seven (7) days prior to the meeting unless such requirement is waived by the Committee members.

Each Committee member shall have one vote. All decisions of the Committee shall be by a majority vote. In the case of an equality of votes, the Chairman, or if he/she is absent, the Chairman of the meeting elected from amongst the Committee members attending the meeting, shall have a second and casting vote. However, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman will not have the second or casting vote.

The attendance of other Directors and/or employees of the Company at any particular Committee meeting shall only be at the invitation of the Committee members, and such invitation shall be specific to each Committee meeting.

Members of the Committee shall not participate in discussion and will not vote on any issue in respect of which there is an actual or perceived conflict of interest.

### **MINUTES AND RESOLUTIONS**

The Secretary shall minute the proceedings and resolutions of all Committee meetings. The minutes of a Committee meeting, after being affirmed at the subsequent Committee meeting and signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the succeeding meeting, shall be deemed a correct recording of the proceedings.

The minutes shall be kept by the Secretary and shall be open for inspection by any Committee members and the Board members.

A resolution in writing, signed or approved via any electronic means by a majority of the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

### **GENERAL MEETINGS**

The Chairman of the Committee shall attend the general meetings of the Company to provide explanation or responses to questions relating to the Committee's activities.

### **FUNCTIONS**

The Committee shall, in respect of its duties in relation to nomination matters:

- annually review the structure, size, required mix of skills, knowledge, experience, diversity and other qualities, including core competencies and effectiveness of the Board and the Board Committees as a whole, and make recommendations to the Board with regard to any proposal for changes;
- develop and implement succession plans for the Executive and Non-Executive Directors and in particular for the roles of GMD and other key management personnel, taking into account the challenges and opportunities facing the Company and the skills and expertise needed from the Board in future;
- be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and Board Committees' vacancies as and when they arise. In identifying suitable candidates, the Committee shall satisfy itself that the candidate has the knowledge, character, experience, integrity, competence and time to effectively discharge his/her role as a Director, giving due regard to the Company's Diversity Policy. In identifying suitable candidates for Board membership, the Committee shall rely on a range of sources, including recommendations from existing Board members, Management and major shareholders, as well as independent sources such as recruitment agencies and industry associations. If the selection of candidates was solely based on recommendations made by existing Directors, major shareholders or Management, the Committee should explain why these source(s) suffice and other sources were not used.
- evaluate and appraise annually the performance of the Board and each Board Committee as well as the contribution of each Director, having given due regard to their performance and ability to continue to contribute to the Board in light of the knowledge, skills and experience required;

- assess the current skillset and training needs of Directors and recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors where Directors can keep themselves abreast of changes in relevant new laws and regulations and changing commercial risks;
- make recommendations to the Board on candidates it considers appropriate for appointment to key management positions;
- recommend to the Board on the retirement and re-election of Director(s) pursuant to the Company's Constitution having due regard to the current composition of the Board, the retiring Director's tenure, performance, ability to continue to contribute to the Board in light of the knowledge, skills and experience required, and the application of criteria stipulated in the Directors' fit and proper policy; and
- consider any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract.

In relation to remuneration matters, the Committee shall:

- ensure that the Company maintains remuneration and incentive policies and practices that are competitive, equitable and that will attract and retain good directors within the Company and its subsidiaries, in line with the long-term interest of the Company;
- consider and determine, based on their performance and such other factors as the Committee shall deem appropriate as against the agreed benchmark, the remuneration of the Chairman, the Non-Executive Directors and the Executive Directors and/ or GMD of the Company.;
- review and recommend to the Board the terms and conditions of incentive plans applicable to the Executive Directors, participation of eligible Executive Directors in the Executive Share Option Scheme or other incentive plans if any;
- select, appoint and set the terms of reference for any remuneration consultant who advises the Committee, and consider any other connection that they may have with the Company.

In relation to the above, the Committee shall at all times give due regard to published or other available information relating to pay, bonuses and other benefits of Executive Directors in companies which are comparable to the Company; and consider any other matters or carry out other responsibilities, functions or assignment as may be delegated by the Board.

## **REPORTING RESPONSIBILITIES**

The Committee Chairman shall report formally to the Board on the proceedings of each meeting and all matters within the Committee's duties and responsibilities. Minutes of the Remuneration and Nomination Committee Meetings shall also be presented to the Board for notation. The Committee shall make whatever recommendations to the Board as it deems appropriate on any area within its remit where action or improvement is needed.

The Committee shall make a Remuneration and Nomination Committee Report in the Annual Report about the activities it carried out in discharging its duties as per its Terms of Reference during the financial year.

## **AUTHORITY**

In discharging the functions as stated above, the Committee shall have, in accordance with a procedure to be determined by the Board and at the cost of the Company:

- (i) have explicit authority to investigate any matter within its Terms of Reference;
- (ii) have all the resources that are required to perform its duties;
- (iii) have full and unrestricted access to any information pertaining to the Company and obtain external professional advice or other advice and invite any Director or employee, or the external professional advisors to attend its meetings, if necessary.

## **REVISION**

The Terms of Reference shall be reviewed as and when required and updated in accordance with the needs of the Company to reflect current practices in good corporate governance. Any revision or amendments to the Terms of Reference shall be approved by the Board with a written resolution.