

RUBBEREX CORPORATION (M) BERHAD
(199601000297) (372642-U)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

A. Objectives

The Nominating Committee (“the Committee”) of Rubberex Corporation (M) Berhad (“the Company”) was formed by the Board of Directors (“the Board”) of the Company. The objective of the Nomination Committee is to ensure that the Directors of the Board comprise members which provide a required mix of responsibilities, skills and experience needed to direct and control the Company towards achieving its intended goals and objectives.

Its primary function, in line with the Malaysia Code on Corporate Governance, is to assist the Board in the following areas:-

- identifying, considering and recommending suitable persons for appointment as Directors and members of the Board Committees of the Company and/or its subsidiaries (“the Group”) – the actual decision as to who shall be nominated/appointed shall be the responsibility of the full Board after considering the recommendations of the Committee; and
- assessing the effectiveness of Directors and Board Committees of the Group on an ongoing basis.

B. Membership

The members of the Committee shall be appointed by the Board and shall consists of not less than three (3) members, comprising exclusively of Non-Executive Directors, a majority of whom must be independent.

The members of the Committee shall elect a Chairman among themselves. The Chairman of the Committee shall be an Independent Director or the Senior Independent Director.

C. Procedure of Committee Meetings

1. Frequency of Meetings

The Committee shall meet at least once a year. Additional meetings may be called as and when required.

2. Venue and Participation

The Committee meeting may be held at two(2) or more venues within or outside Malaysia using any technology that enable the Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.

3. Notice

Except in the case of emergency, the notice of the Committee meetings and meeting materials shall be circulated at least five (5) business days before each meeting to members of the Committee. The notice of each meeting shall be served to the members either personally or by fax or e-mail or by post or by courier to his/her address as appearing in the Register of Directors or to the address provided by the Committee member, as the case may be.

4. Quorum

The quorum shall consist of two (2) members, present in person. In the absence of the Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting. If at any meeting, the Chairman of the Committee is not present within fifteen (15) minutes of the time appointed for holding the same, the members of the Committee present shall choose one of their number to be Chairman of such meeting.

5. Attendance

Other members of the Board, key management executives or any other person may attend the Nomination Committee meetings on the invitation of the Nomination Committee as it shall deem fit and necessary.

6. Voting

A resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote (except where 2 members form the quorum).

7. Keeping of Minutes

Minutes of each meeting signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be evidence of the proceedings to which it relates.

8. Custody, production and inspection of such minutes

Minutes of the Committee shall be kept at the Registered Office and shall be opened to the inspection of any Committee member or Board member.

D. Written resolution

A written resolution signed or approved via letter, telex, facsimile and email by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or any consist of several documents all in the like form signed by one or more members.

E. Secretary

The Company Secretary of the Company or such substitute as appointed by the Directors or the Committee from time to time shall act as the Secretary of the Committee.

F. Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary in the discharge of its responsibilities.

G. Duties and Responsibilities of the Committee

The duties and responsibilities of the Nomination Committee are as follows:-

- (i) To recommend to the Board, candidates for all directorships to be filled by the major shareholders or the Board. In making its recommendation, the Nomination Committee would consider the following attributes of candidates’:-
 - a. skills, knowledge, expertise, qualification, experience, professionalism, integrity, time commitment, age and gender, and
 - b. in the case of the candidates for the position of independent non-executive Directors, the Nomination Committee would also evaluate the candidates’ ability to discharge such responsibilities/functions as required of the independent non-executive Directors.
- (ii) To consider, in making its recommendation, candidates for directorships proposed by the Chairman and, within the bounds of practicability, by any other senior executive or any Director or major shareholder.
- (iii) To consider and recommend the election, re-election, appointment and re-appointment of members of the Board and the Board Committees.
- (iv) To assess annually the effectiveness and required mix of skills and experience and other qualities, including core competencies of the Board as a whole, the Board committees and the contribution of each existing Director and thereafter, recommend its findings to the Board.
- (v) To review the Board’s succession plans as well as senior management level and make appropriate recommendations to the Board.
- (vi) To review and recommend to the Board whether directors who are retiring by rotation should be put forward for re-election.

- (vii) To assess on an annual basis, the independence of the Independent Directors of the Board and determine whether the Board member can remain as an Independent Director after serving a cumulative term of 9 years.
- (viii) To ensure that orientation and education programmes are provided for new members of the Board and to evaluate and determine the training needs of its Directors and review the training and education programmes for the Board.
- (ix) To perform such other functions and matters as may be delegated by the Board and/or under the Listing Requirements of Bursa Malaysia Securities Berhad from time to time.

H. Review of the Terms of Reference

The Terms of Reference of the Nomination Committee shall be reviewed and amended as necessary to determine its adequacy in line with the current circumstances, the Company's policies and applicable rules and regulations.

This Terms of Reference is revised and approved by the Board on 9 November 2020.