



KAREX BERHAD (201201034091 (1018579-U))  
(Incorporated in Malaysia)

## **SCHEDULE OF MATTERS RESERVED**

This schedule covers matters to be reserved to the full Board for decision in order to ensure that the direction and control of the Group is within the Board's hands firmly and to safeguard against misjudgement and possible breaches. Board should lay down the materiality for any of these matters that requires Board's approval and procedure to be followed when exceptional decisions are required between board meetings. It shall be noted that, in some cases the Board's decision may require further approval from the Group's shareholders.

This schedule of matters shall be made available and circulate to all Directors, Company Secretary, Internal Auditors, External Auditors and the top executives in the management. Management shall familiarize and observe the schedule of matters reserved to the Board. No management shall make decision within those reserved matters and shall undertake to provide adequate, timely and quality information to the Board for making its decision on this schedule of matters.

### **1. CORPORATE EXERCISE**

- Fund raising by way of issuance of securities such as rights issue, private placement and Share Option Scheme, IPO and issuance of private debt securities
- Share Buy-Back;
- Restructuring exercises involving changes in share capital, injection of new asset or business or group structures
- Take over and merger exercises
- Subdivision or consolidation of shares
- Proposal which would result in a significant change of business direction or policy of the Group including back-door listing and reverse take-over
- Chain listing

### **2. SHAREHOLDERS' COMMUNICATION AND MATTERS**

- Approval of press release concerning matters decided by the Board
- Approval on announcement of material information concerning to
  - i. listed issuer's and Group's assets and liabilities, business, financial condition or prospects;
  - ii. any event affecting the present or potential dilution of the rights or interests of the listed issuer's securities;
  - iii. any event materially affecting the size of the public holding of its securities;
  - iv. change in shareholders which might affect control of the Company;
  - v. Any new issue of securities by the Company, or in the terms of its existing securities;

## **SCHEDULE OF MATTERS RESERVED**

- vi. Any information concerning dividends the Company and non-fully owned subsidiaries;
- vii. Any re-organisation or reconstruction of the Company and/or Group ;
- viii. Significant Group borrowings and any ratings attached to those borrowings;
- ix. Any event of default in respect of a material financial obligation of the Company and/or Group's;
- x. Acquisition or loss of any material contract;
- xi. Material changes in the Company's and/or Group's business or its strategy or investment plans;
- xii. Other events that may be expected to have a material effect on the Company's and/or Group's operations, financial condition or future prospects; and
- xiii. Quarterly Reports of interim financial results, and the Company's annual audited accounts.

### **3. GOVERNANCE MATTERS**

- Receiving reports on the views of the Company's shareholders
- Approving risk management policy and plan
- Reviewing of Group's overall corporate governance arrangement
- Reviewing compliance with applicable laws, rules, codes and standards
- Approving transaction with related party (which does not require shareholders' approval) which include
  - i. the acquisition, disposal or leasing of assets;
  - ii. the establishment of joint ventures;
  - iii. the provision of financial assistance;
  - iv. the provision or receipt of services; and/or
  - v. any business transaction or arrangement entered into.

### **4. CONTRACTS**

- Entering into material new project
- Entering into of any contract or other legal commitment not in the ordinary course of business
- Proposed acquisition or termination of any material contract
- Director and Officer liability insurance

### **5. BUSINESS STRATEGY AND SUSTAINABILITY**

- Review and approve of overall business strategy of the Group
- Approve of Group's Business Plan and Budget

## **SCHEDULE OF MATTERS RESERVED**

- Appointments to boards of principal subsidiaries
- Approval of the appointment of the Group's principal professional advisers
- Approval of making of donations in excess of cumulative sum of RM[                      ],000 for each financial year.

## **6. PERFORMANCE REVIEW, REMUNERATION, SUCCESSION AND APPOINTMENT OF CHIEF EXECUTIVES**

- Approval of the policy for remuneration of the Board and Chief Executives
- Appointment or removal of the Company Secretary
- Appointment, reappointment or removal of the external auditors to be put to shareholders for approval, following the recommendation of the audit committee

## **7. BOARD POLICIES**

- Approval of the Group's:
  - i. Board Charter;
  - ii. Schedule of Matters;
  - iii. Code of Ethics;
  - iv. Sustainability and Corporate Social Responsibility Policy;
  - v. Risk Management Policy;
  - vi. Directors' Assessment and Remuneration Policy;
  - vii. Diversity Policy;
  - viii. Corporate Disclosure Policy;
  - ix. Management Succession Policy;
  - x. Evaluation of External Auditors Policy; and
  - xi. Investor Relations and Communications Policy.
- Review and approval of authority limits set to the Board, Chief Executives and Managerial Level
- Approval of any significant changes in accounting policies or practices
- Approval of significant treasury policies and any material changes