



RGB International Bhd. (603831-K)
(Incorporated in Malaysia)

EXECUTIVE COMMITTEE

TERMS OF REFERENCE

(Last Revision Date: 17 April 2018)

The Executive Committee (“EXCO”) is responsible for overseeing the management of the Group and receives regular management information including updates from each business area. The EXCO comprises 4 Executive Directors and 3 Subsidiary Directors. It meets at least once in every 2 months.

The objectives and functions of the EXCO are as follows:

A OBJECTIVES

- To implement the strategies and policies of the Group.
- To devise and ensure the achievement of the strategic intent for the Group and direct and monitor performance processes within the Group.
- To evaluate and recommend to the Board any potential strategies and policies which are not within the authority delegated to the EXCO.
- To make decisions, or to establish the basis on which all decisions are taken, other than those matters specifically reserved for the Board or other Board Committees.

B FUNCTIONS

To discuss and agree on following matters from the Group’s perspective:

- overall policy matters for the Group.
- Group coordination between operations and services.
- financial performance.
- strategic direction.
- corporate human resource initiatives.
- market strategy & intelligence and investor relations.
- marketing & branding.
- internal compliance (e.g. Internal Audit and Risk Management Framework).
- prioritising the allocation of capital, technical and human resources of the Group.

- establishing best management practices and functional standards for the Group.
- monitoring the execution of the Company's strategic plans and operations of all business units of the Company and safeguarding the interests of the Company and to further the strategy, business objectives and targets established by the Board.
- recommending to the Board improvement/changes to the scope of the authority delegated to the operational management and the corporate management.
- ensuring the maintenance and regular review of the organisation's policy and procedure manual.
- reviewing, on a regular basis its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and where necessary, updating these Terms of Reference.
- overseeing senior management appointments and monitoring of senior management performance of the Group's affairs, succession planning and continuing Group-wide employees development programme, including training, evaluation procedures, employment conditions and reward and recognition practices; and to monitor the quarterly progress of achievements of Group's budget.