

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Objective

The primary objective of the Committee is to nominate and recommend to the Board of Directors (“Board”) the suitable candidates for directorship whenever there is a vacant seat in the Board. The policies and procedures are periodically reviewed and made available on the Company’s website.

2. Composition of the Nomination Committee

- 2.1. Members of the Committee shall be appointed by the Board from amongst their members, consisting entirely of independent non-executive directors and shall consist of not less than 3 members.
- 2.2. The members of the Committee shall elect the Chairman from amongst their members who shall be a Senior Independent Non-Executive Director. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from among themselves.
- 2.3. If a member of the Committee ceases to be a member with the result that the number of members is reduced below three (3), the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 2.4. The Company Secretary shall be the Secretary of the Committee.

3. Main Duties and Responsibilities

- 3.1. To nominate and recommend to the Board, candidates to be appointed as Director of the Company.
- 3.2. To consider in making its recommendations, candidates for directorships proposed by the Executive Chairman or by any other senior executive or any director or major shareholder or independent search firms and other independent sources.
- 3.3. To recommend to the Board, Directors to fill the seats on Board committees.
- 3.4. To assist the Board in its annual review of board composition and determine the required mix of skills and experience and other qualities, including core competencies which Non- Executive Directors should bring to the Board and to assess the effectiveness of the Board as a whole, the committees of the Board and the individual Director as well as their training needs.
- 3.5. Review and recommend to the Board, the Directors for re-election at each AGM.
- 3.6. Review of succession plans for Board and Senior Management.
- 3.7. The Committee will meet as often as the Committee members deem necessary in order to fulfil their role. However, it is intended that the Committee meet at least once (1) a year.

The appointment and reappointment of Directors to the Board are to be guided by the Board’s Fit and Proper Policy approved by the Board on 29 March 2022.

4. Authority

The Nomination Committee is authorised by the Board within its term of reference and at the cost of the Group to perform its duties.

The Committee is authorised to making reference to business associates and professional bodies in the process of selecting suitable candidates for Directorship.

5. Meetings and Minutes

The Chairman shall convene a meeting of the Committee if requested to do so by its member or the management to consider any matters within the scope and responsibilities of the Committee.

An Agenda shall be sent to all members of the Committee and any persons that may be required to attend. Minutes of each meeting shall be kept and distributed to each member of the Committee and also the members of the Board.

6. Quorum

The quorum for each meeting shall be two (2). The Committee will decide its own procedures and other administrative arrangements. Minutes of each meeting shall be kept by the Secretary as evidence that the Committee has discharged its functions.

A resolution in writing signed by a majority of the Committee members for the time being entitled to receive notice of meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Committee members. Any such document may be accepted as sufficiently signed by a Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Committee member.

7. Selection of Directors

The Committee assesses, evaluates and recommends a new member to the Board after taking into consideration the following criteria:

- 7.1 whether the candidate has exhibited behaviour that indicates he or she is committed to the highest ethical standards and values;
- 7.2 whether the candidate has had broad business and professional experience indicating that he or she will be able to make significant and immediate contribution to the Board's discussion and decision-making;
- 7.3 whether the candidate has special skills, expertise and background that add to and complement the range of skills, expertise and background of the existing directors;
- 7.4 whether the candidate has had a successful career that demonstrates the ability to make the kind of important and sensitive judgement that the Board is called upon to make;

- 7.5 whether the candidate will be able to devote sufficient time and energy to the performance of his or her duties as a director;
- 7.6 age;
- 7.7 gender;
- 7.8 ethnicity;
- 7.9 skill and expertise, working experience, industry knowledge and exposure;
- 7.10 personal qualities and characteristics which includes integrity;
- 7.11 willingness and ability to discharge the duties as a director (including time commitment); and
- 7.12 for the recommendation of an Independent Non-Executive Director, whether he/she meets the criteria of an independent director as specified by item 1.1 of Practice Note 13 of Main Market Listing Requirements (“MMLR”) of Bursa Securities Malaysia Berhad and shall evaluate the candidates/ability to discharge such responsibility.

The Board upon the recommendation of the Committee, will evaluate the qualifications of a candidate and to decide on the appointment of the proposed candidate to the Board.

8. Assessment of Directors and Senior Management

- 8.1 The Committee performed a formal and objective annual evaluation in assessing the performance of the Board, Board Committees, individual Directors and Senior Management.
- 8.2 The evaluation is performed based on the feedback from the respective Directors and Senior Management to the following questionnaire and evaluation forms distributed annually:
 - Audit Committee Evaluation Questionnaire;
 - Audit Committee Members’ Self and Peer Evaluation Form;
 - Independent Directors’ Self-Assessment Checklist;
 - Directors and Senior Management’s Evaluation Form;
 - Board Skills Matrix Form; and
 - Board and Board Committees Evaluation Form
- 8.3 The following are the main evaluation criteria taken into consideration in assessing the performance:
 - (a) Evaluation criteria for the Board
 - Board mix and composition;
 - Quality of information and decision making; and
 - Boardroom activities
 - (b) Evaluation criteria for the Board Committees
 - Board Committees composition;
 - Quality of information and recommendations provided to the Board for decision making;
 - Knowledge and experience of the members of the Board Committees in discharging their duties;
 - Ability of the Board Committees to properly discharging their responsibilities;

- Criteria used in appointment of Chairman of Board Committees; and
 - Quality of communications by the Board Committees
- (c) Evaluation criteria for the individual Directors and Senior Management
- Integrity and professional ethics;
 - Qualifications, knowledge and experience;
 - Participation in Boardroom deliberations;
 - Contribution to development of business strategy;
 - Contribution to risk management and internal control;
 - Meeting attendance and willingness to devote time and effort to participate in events outside the Boardroom; and
 - Relationship with peers and Senior Management Team

The term of reference is reviewed and approved by the Board on 29 March 2022