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PUBLIC USE

"INFOLINE TEC" GROUP OF COMPANIES

STANDARD POLICY & PROCEDURE	EFFECTIVE **1 March 2025**	REV. NO. **2**
SUBJECT **NOMINATING COMMITTEE**		

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE ("NC")

1. Objectives

The principal objective of the NC is to assist the Board of Directors ("**Board**") in their responsibilities in nominating new nominees to the Board and Board Committees and ensure that their compositions meet the needs of the Company. The NC shall also lead the succession planning of the Board members and key senior management, assess the performance of the Board, Board Committees and the individual Directors of the Company on an ongoing basis.

2. Composition of members

The Board shall elect the NC members from amongst themselves, comprising exclusively of Non-Executive Directors, of which a majority of whom are independent.

The term of office of the NC shall be for such time as determined by the Board and members of the NC may be re-nominated and appointed by the Board from time to time.

3. Chairman

The Chairman of the NC shall be an Independent Director or the Senior Independent Director appointed by the Board from amongst the NC members. The NC Chairman shall chair all NC meetings but in the absence of the Chairman, the members of the NC can elect from amongst themselves as the Chairman of the NC meeting.

The Chairman of the NC shall:-

(i) Lead the succession planning and appointment of board members and key senior management; and
(ii) lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.

4. Secretary(ies)

The Secretary(ies) of the NC shall be the Company Secretary(ies) of the Company.

The Secretary(ies) shall be responsible for drawing up the agenda and circulating it prior to each meeting and keeping the minutes of meetings of the NC.

5. Meetings

The NC may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman or any member of the NC may call for additional meetings at any time at their discretion.

Reasonable notice of the NC shall be given to all the NC members unless the NC waives such requirement.

The NC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the NC members as a whole a reasonable opportunity to participate. Any member of the NC participates at a NC meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting provided that at least one (1) of the NC members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

Questions arising at any meeting of the NC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the NC shall have a second or casting vote.

6. Quorum

A quorum shall consist of two (2) members.

7. Circular Resolution

A resolution in writing signed by a majority of the NC members shall be deemed accepted as sufficiently signed by NC members if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature and shall be valid and effective as if it had been passed at a meeting of the NC duly called and constituted. All such resolutions shall be described as “NC

Members' Resolution in Writing" and shall be forwarded or otherwise delivered to the Company Secretary(ies) without delay and shall be recorded by the Company Secretary(ies) in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more NC members.

8. Minutes

Minutes of each NC meeting shall be kept at the registered office and distributed to each member of the NC and also to the other members of the Board.

The Minutes of the NC Meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

9. Reporting

The Chairman of the NC shall report to the Board on the proceedings of each meeting and on matters as it considers appropriate within its terms of reference at least once a year, but more frequently if it so wishes, either formally in writing or verbally.

The NC shall report to the Board on any specific matters referred to it by the Board.

10. Authority

The NC shall, in accordance with a procedure or process to be determined by the Board and at the expense of the Company:-

(a) select and recommend new members of the Board, Board Committees and key senior management;

(b) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have;

(c) assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director;

(d) review and recommend relevant succession plans; and

(e) be entitled to the services of the Company Secretary(ies) who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Bursa Malaysia Securities Berhad's Main Market Listing Requirements or other regulatory requirements.

11. Duties and Responsibilities

The duties and responsibilities of the NC are as follows:-

(a) To formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company.

(b) To source, identify, review and recommend candidates for appointment to the Board and Board Committees in accordance with the Fits and Proper Policy, which are led by the Chairman of the NC, taking into consideration the optimum and effective size of the Board and the candidates':-

- character, competency, knowledge and experience;
- professionalism;
- integrity and credibility;
- time commitment, particularly his/her number of other directorships; and
- in the case of the candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors.

(c) To propose the re-election of Directors who are due to retire in accordance with the Company's Constitution.

(d) To assess the independence of Independent Directors annually.

(e) To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any Director or Major Shareholder and to take steps to ensure that women candidates are sought as part of its recruitment exercise.

(f) To establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director.

(g) To recommend to the Board the nominees to fill the seats on Board Committees.

(h) To assess the effectiveness of the Board and the Committees of the Board as a whole and each individual Director of the Board including the Executive Directors. All assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented.

(i) To ensure that orientation and education programmes are provided for new members of the Board.

(j) To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the marketplace and with changes in new statutory and regulatory requirements.

(k) To review the terms of office and performance of the Audit Committee ("**AC**") and Risk Management Committee ("**RMC**") and each of their members annually to determine whether such AC and RMC and their members have carried out their duties in accordance with the terms of reference.

(l) To assist the Board in assessing and evaluating circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to inform the AC or RMC of the same. After deliberation with the AC or RMC, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest.

(m) To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and key senior management.

(n) To act in line with the directions of the Board.

(o) To consider and examine such other matters as the NC considers appropriate.

(p) To consider all other business transactions in accordance with the Discretionary Limit Authority which requires NC's recommendations.

(q) To consider any other relevant matters as delegated by the Board.

(r) To recommend to the Board the nominees of the company's representatives on the board of subsidiary and associate company as well as key senior management.