

NOMINATION COMMITTEE **TERMS OF REFERENCE**

1. OBJECTIVES

The primary objective of the Nomination Committee (“**NC**” or “**Committee**”) is act as a committee of the full Board to assist in discharging the Board’s responsibilities:-

- (a) To ensure that the Company recruits, retains and develops suitably qualified executive and non-executive directors and manages board renewal and succession effectively.
- (b) To understand the interactions among the Directors from their varied backgrounds which can have an impact on decision-making and outcomes.
- (c) To build the right board structure and develop an effective functioning group, rather than a group of independently operating individuals or a group of collegial friends.

2. COMPOSITION

- 2.1 The Committee members shall be appointed by and from the Board of the Company and shall comprise of not less than three (3) members.
- 2.2 All members of the NC must be non-executive directors with a majority of the NC must be independent directors as defined under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”).
- 2.3 The Chairman of the Committee shall be an Independent Director appointed by the Board.
- 2.4 No alternate Director shall be appointed as a member of NC.
- 2.5 In the event of any vacancy in the NC (including Chairman) resulting in the non-compliance of item 2.1 above, the Board shall upon the recommendation of the NC fill the vacancy within 3 months of that event.
- 2.6 Membership in the NC is relinquished when a member ceases to be a Director or as determined by the Board. If a member wishes to voluntarily relinquish their membership, they may provide prior written notice to the Company Secretary. The NC will then review and recommend a replacement candidate to the Board for approval.

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3. DUTIES AND RESPONSIBILITIES

Effectiveness of the Board as a whole, the Board Committees and contributions of each individual Director

- (a) Assess on an annual basis, the effectiveness of the Board as a whole, the individual Directors, the Board committees and the contributions of each Director, ensuring proper documentation of such assessment. To ensure the performance of the Board is assessed holistically, the Committee may engage a professional, experienced and independent party to facilitate the Board evaluation. When an independent third party is used to carry out Board evaluation, the Board should also disclose the identity of the third party.
- (b) Assess annually the independence of its independent directors with reference to the definition of “Independent Director” as stipulated under the the Main Market Listing Requirements of Bursa Securities and recommend to the Board The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. If upon completion of nine (9) years, the Independent Director continues to serve on the Board, he or she may do so subject to re-designation as a Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should be subjected to the following:-
- assessment by the Committee, regarding the independence, conflict of interest or potential conflict of interest (if any) and contributions of the said Director; and
 - the Board to provide strong justification on such recommendation in the explanatory notes to the resolution in the notice of the Annual General Meeting and seek annual shareholders’ approval through a two-tier voting process.
- (c) Consider the size of the Board with a view to determine the impact of the number upon the Board’s effectiveness and recommend it to the Board;

Nomination and Election/ Appointment/ Re-Appointment/ Re-Election Process

- (a) Develop and review criteria used in the appointment/recruitment of Board members, Committee members and all Directorships in the Group;
- (b) Assess and recommend to the Board, candidates for Board members, Committee members and all Directorships in the Group and to review the nomination and selection of Board Members. In making the recommendations, the Committee consider the following, if necessary:
- a. skills, knowledge, expertise, experience and professionalism;
 - b. boardroom diversity including gender, age and professional background;

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- c. character, integrity, commitment (including time commitment) and competence; and
- d. in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors;
- (c) Make recommendations to the Board for the appointment of the Chairman and Senior Independent Director, including an assessment of the time commitment expected and recognising the need for availability in the event of crises;
- (d) Recommend suitable Directors to the Board for appointment to fill vacancies on Board Committees;
- (e) Assist the Board to identifying a Senior Independent Non-Executive Director (if required);
- (f) Assess the fit and proper criteria for the re-election or re-appointment of Directors and provide justification for the re-election or re-appointment before recommending to the Board;

Assessment of fitness and properness of each individual Director should take into consideration the following factors:-

- compatibility within the overall composition of the Board to match the profile and activities of the Company;
 - willingness to act or continue to act as a Director of the Company after being made aware of his/her responsibilities as a Director;
 - is or willing to be familiar with the Company's business activities and its operating environment; and
 - has the ability to attend board meetings, either physically or virtually, based on the form of participation required of the Director;
- (g) The Committee may seek professional advice from independent search firms as and when it considers necessary to identify a short-list of suitable candidates and a list of nominations for candidates proposed by the Directors, Senior Management or shareholders for consideration.

The Company should disclose in its annual report how candidates for Non-Executive Director positions were sourced including whether such candidates were recommended by the existing board members, management or major shareholders. If the selection of candidates was solely based on recommendations made by the existing board members, management or major shareholders, the Committee should explain why other sources were not used;

- (h) All the candidates are interviewed by at least two (2) members of the Committee whose evaluations will be circulated to all the members of NC. A target appointment date is then fixed; and

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- (i) The written consent of the nominees to act if elected shall be secured.

Others

- (a) Recommend to the Board the Company's policies and targets concerning diversity in gender, age, experience and ethnicity, and discuss measures to be taken to meet those targets;
- (b) Assess the training needs of each Director, review the fulfilment of such training, and disclose details in the Annual Report as appropriate;
- (c) Review the succession plans for the Board and Senior Management;
- (d) Review the character, experience, integrity, competence and time to effectively discharge the roles of Senior Management;
- (e) Facilitate Board induction programme for newly appointed Directors; and
- (f) Report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities as well as on any matter that should be brought to the Board's attention and provide recommendation of the Committee that require the Board's approval at the Board meeting.

4. POWERS AND AUTHORITY

The Board authorises the Committee, within the scope of its duties and responsibilities set out in this Terms of Reference ("**TOR**") to:

- (a) acquired the resources which are required to perform the activities required to discharge its responsibilities and make the relevant recommendations to the Board;
- (b) have full and unrestricted access to information, records, properties and personnel within the Group;
- (c) obtain relevant internal and external independent professional to assist in the proper discharge of its roles and responsibilities; advice, as it deems necessary at the expense of the Company; and
- (d) have access to the advice and services of the Company Secretary.

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5. QUORUM AND MEETING

- 5.1 In order to form a quorum, minimum two (2) members must be present at the meeting, with at least one member must be Independent Director.
- 5.2 In the absence of the Chairman, the members present shall elect a Chairman for the meeting amongst the members present.
- 5.3 The Committee shall meet at least once a year. Additional meetings shall be held as and when the Committee or the Chairman of the Committee shall decide. The Committee meetings shall be governed by the provisions of the Company's Constitution relating to Board meetings unless otherwise provided for in this TOR. The Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.
- 5.4 The Committee may request other Directors, members of Board committees/management, counsels and consultants, where applicable and necessary, to participate in the meetings, to assist in carrying out the Committee's responsibilities. However, no Director shall be entitled to vote at such meetings or be counted as part of the quorum for any meeting of the Committee unless he or she is a member of the Committee.
- 5.5 A member of the Committee shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him.
- 5.6 A member of Committee may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 5.7 The notice and agenda for each Committee meeting shall be sent to all members of the Committee and any other persons who may be required to attend the meeting within five (5) Business days.
- 5.8 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities as well as on any other matter that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the Board meeting.
- 5.9 The Committee shall regulate the manner of proceedings of its meetings, having regard to normal conventions on such matter. A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly

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convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members and may be accepted as sufficiently signed by a NC member if transmitted to the Company by email, facsimile or other electronic means or digital written message/application to include a signature of an NC member.

6. SECRETARY OF THE COMMITTEE

- 6.1 The Company Secretary or his/her representative or other appropriate senior officer shall act as secretary of the Committee (“**the Secretary**”).
- 6.2 The Secretary shall or his/her representative or other appropriate senior officer be present to record proceedings of the Committee meetings.
- 6.3 The Secretary shall have the following responsibilities:
 - 6.3.1 ensure all meetings are arranged and held accordingly;
 - 6.3.2 draw up meeting agenda in consultation with the Chairman and circulate the agenda together with the relevant papers within a reasonable period prior to each meeting to enable full and proper consideration be given to issues;
 - 6.3.3 prepare the minutes of the Committee meetings and record the conclusions of the Committee in discharging its duties and responsibilities;
 - 6.3.4 ensure the minutes are endorsed by the Chairman before circulating promptly to all members of the Committee and make the same available to Board members who are not members of the Committee; and
 - 6.3.5 ensure that the minutes of the Committee meetings are properly produced and kept at the registered office of the Company. The minutes shall be open for inspection by the Board. Any request by Management or other persons to inspect the minutes shall be subjected to the approval of the Committee for inspection, if required.

7. DISCLOSURE ON COMMITTEE’S ACTIVITIES

- 7.1 A statement about the activities of the Committee discharging its duties for the financial year shall be provided in the annual report.
- 7.2 The Committee must have written TOR which deal with its authority and duties and these terms shall be disclosed on the company’s website.

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8. REVISION OF THE TOR

- 8.1 This TOR shall be reviewed periodically and any revision or amendment to this TOR, as proposed by the Committee or any third party, shall first be presented to the Board for its approval.
- 8.2 Upon the Board's approval, the said revision or amendment shall form part of this TOR and this TOR shall be considered duly revised or amended.
- 8.3 The duly revised or amended TOR shall be disclosed on the Company's website.

This Terms of Reference is revised and approved by the Board of Directors on 17 October 2024.