

## 1) Purpose

The purposes of the Nomination Committee (“Committee”) are to (i) assist the Board in assessing the effectiveness of the Board as a whole and Board committees, and (ii) assess the contributions of each individual Director and CEO on an annual basis.

## 2) Composition and Membership

- a) The Committee shall be appointed by the Board from among their number and shall comprise not fewer than three (3) members.
- b) The members of the Committee shall be exclusively non-executive directors and majority being independent non-executive directors.
- c) The members of the Committee shall elect a Chairman from among their number who is an independent non-executive director of the Company.
- d) In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall, within three (3) months fill the vacancy.

## 3) Committee Meetings

The Nomination Committee will meet as and when necessary and can also make decisions by way of circular resolution.

## 4) Functions and Duties

The Committee shall:

- a) Annually review the required mix of skills, experience, diversity and other qualities, including core competencies and effectiveness of the board, as a whole, the board committees and contribution of each individual director. All evaluations carried out in the discharge of its functions should be properly documented.
- b) Recommend the core competencies and skills of the members and the optimum board size required to best serve the business and operations of the Group.
- c) Review the size of Non-Executive participation, Board balance and determine if additional Board members are required in addition to the composition requirement of independent directors and the need to fairly reflected the investment of minority shareholders.
- d) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Committee shall consider the candidates:-

- Skills, knowledge, expertise and experience;
  - Professionalism;
  - Integrity; and
  - In the case of candidates for the position of independent non-executive directors, to evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- e) Consider in making its recommendations, candidates for directorship proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability, by any other senior executive(s) or any Director(s) or Shareholders.
  - f) Recommend to the Board, Directors to fill the seats on Board Committees.
  - g) Review the induction and training needs for directors. Ensure the training programme attended by the directors must be one that aids the director in the discharge of his duties.
  - h) Review succession plan, performance evaluation and professional development programme for key senior management staff.
  - i) Recommend to the Board, candidates for re-election or re-appointment of directors by shareholders under the annual re-election provisions or retirement. Attention should be paid to independent directors who are retained beyond nine years or twelve years as the board has to provide strong justification and seek shareholders' approval. In obtaining the shareholders' approval, the Nomination Committee should conduct an assessment of the independent director and recommend to the board whether the independent director should remain independent or be re-designated.
  - j) Review the term of office and performance of the audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference pursuant to paragraph 15.20 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad.
- 5) **Fit and Proper Assessment**  
To conduct the fit and proper assessment prior to the appointment of any candidate as a Director of the Company.
- 6) **Gender Diversity Policy**

The Committee supports the initiative to include female representation on the Board to achieve a gender diversified Board. At the current moment, meritocracy and personality traits are the utmost important considerations for the Committee when come to shortlisting and nomination of the Board representative(s) and CEO.

The Committee do not intend to make it mandatory to achieve thirty percent (30%) female representation in the Board as stipulated in MCCG 2021 but will certainly give equal priority to female candidates who are competent, possess leadership qualities and suitable qualifications with specialized knowledge who meet the Group's needs to be considered for such appointment in the future.

## **7) Authority**

The Committee shall obtain information as deemed appropriate for the discharge of its responsibilities to the company, including obtaining independent professional advice at the company's expense and periodic review of its terms of reference against its performance.

## **8) Reporting**

The Chairman of the Committee shall report on each meeting to the Board on its proceedings. The Committee shall make recommendations to the board as appropriate on any area within its responsibility or as delegated by the board, where action or improvement is needed.

## **9) Secretary**

The Secretary to the Committee shall be the Company Secretary.

## **10) Meeting and Quorum**

- a) The Nomination Committee shall meet at least once (1) a year or with such frequency and at such times as it may require;
- b) The quorum for meetings of the Committee shall be two (2) members;
- c) Other Board members, relevant management personnel may be invited to attend the meeting;
- d) Minutes of meeting shall be taken and documented; and
- e) The Nomination Committee is allowed to carry out the resolution by way of circulation.

**Chairman : Johari Low Bin Abdullah**

**Members : Muhayuddin Bin Musa  
Gan Teck Chong @ Gan Kwan Chong**

Reviewed and Adopted by the Nomination Committee on 24 August 2022.