

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Objectives

The principal objective of the Nominating Committee is to assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors. The Nominating Committee shall also assess the Directors of the Company on an on-going basis.

2. Composition of members

The Board of Directors shall elect the Nominating Committee members from amongst themselves, composed exclusively of non-executive directors, a majority of whom are independent.

3. Chairman

The Chairman of the Nominating Committee shall be elected from amongst the Nominating Committee members. The Chairman of the Committee shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director and approved by the Board of Directors.

4. Secretary

The Secretary of the Nominating Committee shall be the Company Secretary of the Company.

5. Meetings

The Nominating Committee 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 may call for additional meetings at any time at the Chairman's discretion.

A member of Nominating Committee may participate in a meeting of Nominating Committee 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.

The Secretary shall on the requisition of the members of the Nominating Committee summon a meeting of the Nominating Committee except in the case of an emergency, reasonable notice of every Nominating Committee meeting shall be given in writing.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

6. Quorum

A quorum shall consist of two (2) members.

7. Circular Resolutions

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

8. Authority

The Nominating Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company,

- (a) shall annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (b) shall assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.
- (c) shall be entitled to the services of a company secretary 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 Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements.

9. Duties and Responsibilities

The duties and responsibilities of the Nominating Committee are as follows:-

- To recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nominating Committee to consider the candidates'—
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the nominating committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- To recommend candidates for appointments to the Board of Directors, board committees, consultative panels, regulatory committees and key management positions.
- To consider, in making its recommendations, candidates for directorships proposed by the Directors and, within the bounds of practicability, by any other senior executive or any Director or Shareholder and to take steps to ensure that gender, ethnicity and age group diversity is considered as part of its recruitment exercise.

- To recommend to the Board the optimum size of the Board, and formalizing a transparent procedure for proposing new nominees to the Board and Board Committees.
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To assess the effectiveness of the Board of Directors and Board Committees as a whole and each individual Directors including Executive Directors (if any).
- To develop, maintain and review the performance criteria to be used in the recruitment process and evaluate the performance of each member of the Board of Directors and Board Committees.
- To develop the criteria to assess independence and to assess on an annual basis, the independence of the Independent Non-Executive Directors and recommend the same to the Board.
- assess on an annual basis, appointment and re-appointment of Independent Directors as provided in Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. After a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. However, if the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval annually. If the Board continues to retain the Independent Director after year twelfth (12th), the Board should provide justification and seek shareholders' approval annually through a two-tier voting process.
- To recommend the re-election of Directors who retired by rotation pursuant to the Company's Articles of Association and re-appointment of Directors who retired pursuant to Section 205(3) of the Companies Act 2016
- To establish time commitment expectations for the members of the Board.
- To establish a policy formalising its approach to boardroom diversity.
- To review training programmes for the Board and facilitate board induction and training programmes.
- To act in line with the directions of the Board of Directors.
- To review annually the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.
- To consider and examine such other matters as the Nominating Committee considers appropriate.