

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. MEMBERSHIP

- a) The Committee shall be appointed by the Board of Directors from amongst the Directors of the Company and shall consist of not less than three (3) members.
- b) The Committee shall consist exclusively of non-executive Directors, a majority of whom are independent and non-executive Directors.
- c) The Chairman of the Committee shall be an Independent Director or a Senior Independent Director.
- d) If a member of the Committee resigns or for any reason 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, appoint such number of new members as may be required to make up the minimum of three (3) members.
- e) The appointment of a Committee member terminates when the member ceases to be a Director or as determined by the Board. No Alternate Director shall be appointed as a member of the Committee.

2. FUNCTIONS AND DUTIES

- a) To nominate and recommend to the Board, candidates to be appointed as Directors of the Company after considering the required mix of skills, independence, diversity (including gender diversity), knowledge, experience and other core competencies, expertise, professionalism and integrity which the Directors should bring to the Board;
- b) To consider in making its recommendations, candidates for directorships proposed by the Group Managing Director and within the bounds of practicability, by the existing Directors, senior management staff, major shareholders, independent search firms and/or other independent sources;
- c) To recommend to the Board, the directors to fill the seats on Board committees including membership and chairmanship of the Board committees;
- d) To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board;
- e) To assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director on an annual basis;
- f) To consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval.
- g) To recommend to the Board for the continuation or discontinuation in service of Directors as an Executive Directors or Non-Executive Directors;

- h) To recommend to the Board the re-election of those Directors who are retiring at an annual general meeting (“AGM”) of the Company and to put forward for their re-election for approval at the said AGM;
- i) To determine the independence of each Director annually and also the independent director can bring independence and objective judgement to board deliberations.
- j) To recommend to the Board the continued retention of any Independent Non-Executive Director who has served for a cumulative term limit of more than nine (9) years. Any retention of an Independent Non-Executive Director who has served beyond nine (9) years shall be subject to seek annual shareholders’ approval through a two-tier voting process. Upon completion of twelfth (12th) year, an Independent Non-Executive Director may continue to serve on the Board as a Non-Independent Non-Executive Director.
- k) To review the term of office and performance of the Audit and Risk Management Committee and each of its members annually to determine whether the Audit and Risk Management Committee and members have carried out their duties in accordance with their terms of reference.
- l) To review the appointment and termination of key senior management of the Group.
- m) To review the Directors’ Fit and Proper Policy periodically and making any changes as and when the Committee deems fit, and recommend any such changes to the Board for consideration and approval.
- n) To consider other matters as referred to the Committee by the Board.

3. MEETINGS

- a) The quorum for each meeting shall be at least two (2) members. In the absence of the Chairman of the Committee, the members present shall elect one (1) of their members to chair the meeting.
- b) The Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Nomination Committee Chairman.
- c) The Committee may invite any person to attend the meeting to assist in its deliberations.
- d) The Committee is allowed to carry out the resolution by way of circulation.
- e) The Company Secretary shall act as Secretary of the Committee and shall be responsible, with the concurrence of the Chairman, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to members prior to each meeting.
- f) The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

- g) The minutes of the Committee shall be made available to the Board.

4. RIGHTS AND AUTHORITY

The Committee is authorised to: -

- a) Have adequate resources required to perform its duties.
- b) Have full and unrestricted access to information, records and documents relevant to its activities.

5. REVIEW OF THE TERMS OF REFERENCE

The members of the Committee will assess, review and update the above terms of reference from time to time whenever deemed necessary for approval by the Board. The latest copy of the terms of reference of the Committee shall be made available on the Company's website.

This Terms of Reference has been reviewed and revised by the Board of Directors on 29 August 2023.