

NOMINATION COMMITTEE

Membership

Chairman: Tan Pui Suang
(Independent Non-Executive Director)
(Appointed as Committee Chairman on 1 December 2023)

Ang Nyee Nyee
(Independent Non-Executive Director)
(Ceased as Committee Chairman w.e.f. 1 December 2023)

Members: Nurulhuda Binti Abd Kadir
(Independent Non-Executive Director)

Ng Kim Hian
(Independent Non-Executive Director)

TERMS OF REFERENCE

Objectives

The Nomination Committee is established as a committee of the Guan Chong Berhad Board of Directors (“the Board”). The objective of the Nomination Committee is to identify and recommend to the Board of Directors (“the Board”) the suitable nominees for appointment to the Board and Board Committees. Nomination Committee should also assess suitability of existing Board members for re-appointment.

Composition

The Nomination Committee shall be appointed by the Board, composed exclusively of non-executive Directors, a majority of whom are independent. The Committee shall comprise of no fewer than three (3) Board members.

The members of the Committee shall elect a Chairman from among their number. The Chairman of Nomination Committee should be an Independent Director and should not be the Chairman of the Board.

The appointment of a Nomination Committee member shall automatically be terminated in case of dismissal or resignation from his/her membership of the Board. Members of the Nomination Committee may relinquish their membership in the Committee with prior written notice to the Board.

Composition (cont'd)

In the event that a member of the Committee vacates office resulting in the total number of members being reduced to below three (3), the Board shall appoint a new member to make up the minimum number of three (3) immediately.

Meetings

The Nomination Committee shall meet 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 or if a request is made by the Committee member.

Notice of the meeting, agenda and relevant supporting information shall be distributed to the Committee members and those who are required to attend the meeting at least five (5) business days prior to the scheduled meeting.

At all meetings of the Committee, the Chairman of the Committee shall preside. The Chairman shall be responsible for calling meetings, establishing agenda of the meetings and supervising the conduct thereof. The Chairman may appoint a secretary responsible for keeping the minutes of the meetings and circulating them to the members of the Nomination Committee and other members of the Board after the meeting. The Chairman shall report the findings and recommendations to the Board on any matters that need to be brought to the Board's attention and approval during the Board meeting.

A quorum shall consist of a majority of the members of the Committee. No business shall be transacted at any meeting unless a quorum is present.

The Chairman shall present at the annual Shareholders' Meeting to answer any shareholder's questions on the Committee's activities.

Authority

The Nomination Committee is authorised to be supplied in a timely manner with information in a form and of a quality appropriate to enable it to carry out its duties effectively.

The Committee may also obtain direct access to the advice and the services of the Company Secretary who is responsible for ensuring that Board procedures are followed.

Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:

- To consider and recommend to the Board nominated candidate for appointments as Directors and Senior Management of the Company and its subsidiaries after considering the required probity, personal integrity, reputation and financial integrity possessed and required experience and competency and time and commitment which the candidate should bring to the Board and Senior Management team.
- To consider and recommend to the Board existing Director of the Company and its subsidiaries seeking for re-appointments after considering the required probity, personal integrity, reputation, financial integrity, results of performance evaluation and experience and competency and time and commitment such Director bring to the Board and the Board Committee of the Company and its subsidiaries.
- To assess the effectiveness of the Board, its Committees and the contribution of each Director on an annual basis;
- To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- To consider in making its recommendations, candidates for Directorships proposed by the Chief Executive Officer or any other senior executive or any Director or shareholder;
- 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;
- To recommend to the Board for continuation (or not) in service of executive Director(s) and Directors who are due for retirement by rotation;
- To formulate the nomination, selection and succession policies for the members of the Board, Board Committees, Senior Independent Non-Executive Director and key managements as may be required from time to time, taking into consideration the Gender Diversity Policy encouraged by Bursa Securities;
- To make recommendations to the Board for appointments to fill casual vacancies;
- To develop and recommend to the Board action plan for improvement on areas identified in the Boards effectiveness evaluation, where applicable;

Duties and Responsibilities (cont'd)

The duties and responsibilities of the Nomination Committee are as follows (cont'd):

- To ensure that each directors have the character, experience, integrity, competence and time to discharge their role effectively in the Board;
- To review the required mix of skills, experience and other qualities of the Board annually;
- To ensure that orientation and education programmes are provided for new members of the Board; and
- To review the term of office and performance of an 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.

The duties and responsibilities of the chairman of Nomination Committee are as follows:

- Lead the succession planning and appointment of directors, and oversee the development of a diverse pipeline for board and management succession, including the future Chairman, Executive Directors and MD/CEO; and
- Lead the annual review of board effectiveness, ensuring that the performance of each individual director and Chairman of the board are independently assessed.

Frequency of Review

The Nomination Committee shall assess, review and update the Terms of Reference periodically. The Nomination Committee may recommend amendments for the Board's approval when there are changes to the regulatory requirements or changes to the direction or strategies of the Group that may affect the Nomination Committee's role. This Term of Reference was last reviewed on 15 April 2024.