

# MAJUPERAK HOLDINGS BERHAD

(Co. No. 585389 -X)

## NOMINATION COMMITTEE

### 1. INTRODUCTION

The Board of Directors (“**Board**”) of Majuperak Holdings Berhad (“**Company**”) has established a committee of the Board known as the Nomination Committee. This is the terms of reference of the Nomination Committee for the Company.

### 2. COMPOSITION

The Nomination Committee shall be appointed by the Board from amongst their members (who are not alternate directors), comprising at least three (3) members who are exclusively non-executive directors, with a majority of them being independent directors.

The members of the Nomination Committee shall elect a Chairman from amongst their number who shall be an Independent Director or Senior Independent Director.

All members, including the Chairman, shall hold office only as long as they serve as directors of the Company. If for any reason the number of members of the Nomination Committee fails to comply with the composition requirements, the Board shall within three (3) months of the event, appoint such number of new members as may be required to fill the vacancy.

The secretary to the Nomination Committee shall be the Company Secretary.

### 3. AUTHORITY

The Nomination Committee shall assist the Board in carrying out the following activities and other actions reasonably related to the Nomination Committee’s purposes or assigned by the Board from time to time.

- The Nomination Committee is responsible for the evaluation of nominees for the appointment of directors to the Board, including the principal officers, namely the Chief Executive Officer (if he is not a director) and Chief Financial Officer.
- The Nomination Committee is responsible for assessing the performance of the Board as a whole and each individual director of the Company on an annual basis. The Committee shall also review the term of office and performance of the Audit Committee and each of its members annually to determine whether the committee and members have carried out their duties in accordance with their terms of reference.
- The Nomination Committee is responsible for reviewing the trainings and seminars attended by the directors and evaluating the continuing education programmes and training needs for individual directors.

The ultimate decisions on all matters shall be the responsibility of the Board as a whole after considering the recommendations of the Nomination Committee.

The Nomination Committee shall in principle have full, free and unrestricted access to any information pertaining to the Company in carrying out its duties.

The Nomination Committee is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.

The Nomination Committee shall review, appraise and report to the Board the activities of the Nomination Committee in the discharge of its duties for each financial year on:

- (a) the policy on board composition having regard to the mix of skills, experience, independence and diversity (including gender diversity) required to meet the needs of the Company;
- (b) the board nomination and appointment process of directors and criteria used by the Nomination Committee in the selection process;
- (c) the retirement of directors by rotation eligible for re-election and the re-appointment of directors;
- (d) where applicable, the tenure of independent directors exceeding a cumulative term of nine (9) years;

Upon completion of a term of nine (9) years, an independent director may continue to serve on the Board subject to the director's re-designation as a non-independent director and, to be retained as an independent director, to justify and seek shareholders' approval for the person who has served in that capacity for more than nine (9) years.

- (e) the assessment undertaken by the Nomination Committee in respect of the Board, Board committees and individual directors together with the criteria used for such assessment; and
- (f) the trainings and seminars attended by the directors and the continuing education programmes and training needs for individual directors.

#### **4. DUTIES AND RESPONSIBILITIES**

The Nomination Committee shall:

- (a) review the succession plans, policy on Board composition and Board diversity (including gender, ethnicity and age).
- (b) identify the candidates as nominees for all appointment of directors to the Board. In making its recommendation, to consider the candidates not solely from proposals by the management, existing directors or shareholders but, within the bounds of practicability, candidates as proposed from independent sources, including directors' registry and independent search firms; and the following attributes of the candidates: -
  - skills, knowledge, expertise and experience;
  - professionalism and integrity; and

- competence and time commitment.
- (c) assist the Chairman of the Board in ensuring new directors go through a proper orientation and induction programme.
  - (d) review the retirement by directors by rotation for re-election, the directors eligible for re-election and the retention of directors who have served beyond nine (9) years as independent directors, and assess and recommend to the Board on their eligibility for re-election, re-appointment or retention.
  - (e) review and assess annually the effectiveness of the Board as a whole, the Board committees and the contribution of each individual director, taking into consideration the required mix of skills, experience and diversity of the Board and other qualities of the Board, including core competencies of the non-executive directors.
  - (f) review the independence of directors and evaluate the directors' ability to discharge such responsibilities and functions as expected from independent non-executive directors.
  - (g) recommend to the Board, directors to fill the seats on all the Board committees.
  - (h) review the terms of office and performance of the Audit Committee and each of its members annually.
  - (i) review the trainings and seminars attended by the directors and evaluate the continuing education programmes and training needs for individual directors.
  - (j) consider and examine such other matters as the Nomination Committee considers appropriate and as may be defined by the Board from time to time.

## **5. MEETINGS**

The Nomination Committee shall meet at least once a year, with additional meetings to be convened at any time at the Chairman's discretion as and when necessary. The quorum for each meeting shall be two (2) members.

The Notice of each scheduled meeting together with the agenda items shall be circulated by the Company Secretary to all members of the Nomination Committee at least five (5) days prior to the meeting.

The Company Secretary shall attend each meeting and record the proceedings thereat. The minutes of meetings shall be confirmed and signed by the Chairman of the meeting as correct proceedings thereat in the next scheduled meeting unless otherwise determined.

Minutes of each meeting shall be kept and distributed to each member of the Nomination Committee and the Board. The Chairman shall report on each meeting to the Board. The minutes book shall be opened to the inspection of any director of the Company.

**6. Circular Resolution**

A resolution in writing signed or approved by letter, email, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Nomination Committee's Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more directors.