

SYCAL VENTURES BERHAD

Company No.:200101011895 (547651-U)
(Incorporated in Malaysia)

NOMINATION COMMITTEE

<u>Members</u>	<u>Designation</u>
(a) Tee Lay Peng	- Chairman of the Nomination Committee, Senior Independent Non-Executive Director
(b) Dato' Shahrom Bin Abd Malik	- Senior Independent Non-Executive Director
(c) Dato' Magaret Ting Thien Hung	- Independent Non-Executive Director

TERMS OF REFERENCE

1. OBJECTIVES

The primary objectives of the Nomination Committee are:-

- a) To nominate and recommend to the Board, candidates to be appointed as Director of the Company;
- b) To consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and within the bounds of practicality, by any other senior executive of any Director or shareholder;
- c) To recommend to the Board, Directors to fill the seats on 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 Boards;
- 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 individual Director on an annual basis;
- f) To recommend to the Board for the continuation (or not) in service of an Executive Director as an Executive or Non-Executive; and
- g) To recommend Directors who are retiring by rotation to be put forward for re-election.

2. COMPOSITION

The Nomination Committee shall be appointed by the Directors from amongst their members, pursuant to a resolution of the Board of Directors, comprising of at least three (3) Directors which fulfills the following requirements:-

- a) The Nomination Committee must compose of all Non-Executive Directors; and
- b) A majority of the Nomination Committee must be Independent Directors.

The members of the Nomination Committee shall elect a chairman from amongst their number.

All members of the Nomination Committee, including the Chairman, will hold office only so long as they serve as Directors of the Company. Should any member of the Nomination Committee cease to be a Director of the Company, his membership in the Nomination Committee would cease forthwith.

If the members of the Nomination Committee for any reason be reduced to below three (3), the Board of Directors shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum of three (3) members.

The Board of Directors must review the term of office and performance of the Nomination Committee and each of its members at least once every three (3) years to determine whether the Nomination Committee and members have carried out their duties in accordance with the term of reference.

3. ACCESS TO RECORDS

In carrying out their duties and responsibilities, the Nomination Committee will in principle have full, free and unrestricted access to all Company records, property and personnel.

4. MEETINGS

- a) 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; and
- b) The quorum for the meeting shall be two (2) members.

5. REPORTING

The Chairman of the Committee shall report on each meeting to the Board.

6. SECRETARY

The Secretary to the Committee shall be the Company Secretary.

REVIEW

This terms of reference is reviewed and approved by the Board of Directors on 26th October 2021.