

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(Revised and adopted on 28 August 2023)

1. OBJECTIVES

The principal objectives of the Nomination Committee are to assist the Board of Directors ("Board") in their responsibilities in nominating new nominees to the Board of Directors and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.

2. COMPOSITION

The Board of Directors shall elect the Nomination Committee members from amongst themselves and it must comprise of no fewer than three (3) members consisting wholly of non-executive directors, a majority of whom are independent.

The term of office and performance of the Nomination Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether such Nomination Committee members have carried out their duties in accordance with their terms of reference.

No alternate director shall be appointed as a member of the Nomination Committee.

Retirement and Resignation

In the event of any vacancy with the result that the number of members is reduced to below three (3), the vacancy shall be filled within three (3) months thereof. Therefore, a member of the Nomination Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves.

3. CHAIRMAN

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

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Nomination Committee meeting.

4. SECRETARY

The Secretary of the Nomination Committee shall be the Company Secretary of the Company and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

SENI JAYA CORPORATION BERHAD

[Registration No: 199301025122 (279860-X)]

(Incorporated in Malaysia)

(Terms of Reference of Nomination Committee - cont'd)

5. MEETINGS

The Nomination 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.

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

Other Board members and/or employees may attend the Nomination Committee meeting upon invitation of the Nomination Committee.

Subject to the notice and quorum requirements as provided in this Terms of Reference, meeting of the Nomination Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

All decisions at such meeting shall be decided on show of hands on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Nomination Committee shall have a second or casting vote.

6. NOTICE

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

7. MINUTES

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Nomination Committee and also to the other members of the Board. The Nomination Committee Chairman shall report on the proceeding of each meeting to the Board.

The minutes of the Nomination Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

The Nomination Committee members may inspect the minutes of the Nomination Committee at the Registered Office or such other place as may be determined by the Nomination Committee.

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8. QUORUM

A quorum for a meeting of the Nomination Committee shall consist of two (2) members.

9. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted.

Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Nomination Committee member.

10. REPORTING

The Nomination Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

The Company Secretary shall circulate the minutes of the Nomination Committee to all members of the Board.

11. AUTHORITY

The Nomination Committee, 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 Bursa Malaysia Securities Berhad ("**Bursa Securities**") or other regulatory requirements.

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12. DUTIES AND RESPONSIBILITIES

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

- To recommend to the Board, the candidates for all directorships to be filled by the shareholders or the Board of Directors. In making its recommendations, the Nomination Committee should take into consideration the following objective criteria and merit:-
 - a. skills, knowledge, expertise, technical competency and experience, age, cultural background and gender to achieve boardroom diversity;
 - b. professionalism;
 - c. character, competence, integrity, reputation and track record; and
 - d. in the case of candidates for the position of independent non-executive directors, the nomination committee should also evaluate the candidate's ability to discharge such responsibilities/functions as expected from independent nonexecutive directors and the fulfilment of the independence criteria; and
 - e. such other criteria and attributes that may be deemed appropriate or relevant.
- To recommend to the Board of Directors the nominees to fill the seats on the Board Committees;
- To review the succession planning for the Board and Senior Management.
- To ensure that the directors undergo appropriate induction programs and receive/attend continuous training to ensure that they keep abreast with the developments in the industry and regulatory changes;
- To assess annually the effectiveness of the Board of Directors and the Committees of the Board as a whole and each individual Director of the Board and the contribution of each existing individual director, including non-executive directors and CEO and thereafter, recommend its findings to the board;
- To review the adequacy and assess on a periodic basis of the composition of the Board and Board Committees.
- To act in line with the directions of the Board of Directors;
- To review the term of office and performance of the respective Board Committee and each of its members annually to determine whether the respective Board Committee and its members have carried out their duties in accordance with their terms of reference;
- To assess on a periodic basis the independence of Independent Directors and that the Directors meet the identified independence criteria and are not disqualified under the relevant regulations;

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- To review and recommend the continuation in office of Independent Director(s) who has/have served a cumulative term of nine (9) years as an Independent Director at the annual general meeting;
- To recommend to the Board, to provide justification and seek at Annual General Meeting approval through a two-tier voting process if the Board intends to retain an Independent Director beyond nine (9) years, but not more than twelve (12) year from the date of such person's first appointment as an independent director in the company;
- To recommend to the Board, the re-election/re-appointment of Director pursuant to the provisions in the Company's Constitution;
- Each Committee Member should abstain from discussion or voting on any resolutions in respect of the assessment of his performance or re-nomination as Director;
- To consider and examine such other matters as the Nomination Committee considers appropriate; and
- To consider any other matters as defined by the Board.

Where necessary, this terms of reference may change from time to time to fulfill such other requirements as prescribed by Bursa Securities.