

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**  
(Revised as at 28 June 2022)

**1. Objectives**

The principal objective of the Nomination Committee is to assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors and ensure that the Board composition meets the needs of the Company. The Nomination Committee shall also assess the Directors of the Company on an on-going basis.

**2. Composition of members**

The Board of Directors shall elect the Nomination Committee members from amongst themselves, composed exclusively of Non-Executive Directors, a majority of whom are independent. The term of office of the Nomination Committee shall be for such time as determined by the Board of Directors and may be re-nominated and appointed by the Board of Directors from time to time.

**3. Chairman**

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. The Chairman of the Nomination Committee shall be an independent director or the Senior Independent Director identified by the Board of Directors.

The Chairman of the Nomination Committee shall:-

- (i) 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 Chief Executive Officer; and
- (ii) lead the annual review of board effectiveness, ensuring that the performance of each individual director and Chairman of the board are independently assessed.

**4. Secretary(ies)**

The Secretary(ies) of the Nomination Committee shall be the Company Secretary(ies) of the Company.

The Secretary(ies) shall be responsible for drawing up the agenda and circulating it prior to each meeting and keeping the minutes of meetings of the Nomination Committee.

**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 Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing sent through the post, facsimile, electronic mail and by any means of telecommunication in permanent written form to all the

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Nomination Committee members unless the Nomination Committee waives such requirement.

The Nomination Committee may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the Nomination Committee members as a whole a reasonable opportunity to participate. Any member of the Nomination Committee participates at a Nomination Committee meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting provided that at least one (1) of the Nomination Committee members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

Questions arising at any meeting of the Nomination Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the NC shall have a second or casting vote.

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

**6. Quorum**

A quorum shall consist of two (2) members.

**7. Circular Resolution**

A resolution in writing signed or approved by letter, telex 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 Members' 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 (1) or more members. Any such document, may be accepted as sufficiently signed by a Nomination Committee Member if transmitted to Company by electronic mail, mobile messaging application, telex, telegram, cable, facsimile or other electrical or digital written message purporting to include a signature of a Nomination Committee Member.

**8. Authority**

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company: -

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- (a) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have.
- (b) 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) select, engage and obtain, at the cost of the Company, professional advice, if needed, to enable the NC Committee to carry out its duties;
- (d) review and recommend relevant succession plans; and
- (e) be entitled to the services of a Company Secretary(ies) 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 or other regulatory requirements.

**9. Duties and Responsibilities**

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

- To formulate and review the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company, strengthen board leadership and oversight of sustainability issues.
- To source, identify and recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee should consider the following attributes of candidates:-
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity and credibility;
  - competencies, time commitment, contribution, particularly his number of other directorships and performance; and
  - in the case of the candidates for the position of Independent Non-Executive Directors, the Nomination Committee would also evaluate the candidates' ability to discharge such responsibilities, functions as expected from Independent Non-Executive Directors.
- To review the tenure of each Director on the Board of Director.
- To recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution.
- To assess the independence of Independent Directors annually.
- To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any

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Director or Major Shareholder and to take steps to ensure that gender, ethnicity and age group diversity are sought as part of its recruitment exercise.

- To establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director.
- To recommend to the Board of Directors the nominees to fill the seats on the Board Committees.
- To assess the effectiveness of the Board of Directors as a whole and each individual Director/committee of the Board including a review of the performance of the Board in addressing the Company's material sustainability risks and opportunities. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented.
- To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the terms of reference of the Audit Committee.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Nomination Committee considers appropriate.
- To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management.
- To ensure that orientation and education programmes are provided for new members of the Board.
- To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the marketplace, changes in new statutory and regulatory requirements and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities.
- To review the attendance of the Directors at Board and/or Board Committee meetings.

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