

## **PTT SYNERGY GROUP BERHAD (“the Company”)**

### **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

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#### **1. Objectives**

The principal objective of the Nomination Committee (“**NC**”) is to assist the Board of Directors (“**Board**”) in their responsibilities in nominating new candidates to the Board and Board Committees. The NC shall also assess the effectiveness and contribution of the Board as a whole and each individual Director and the Board Committees of the Company on an ongoing basis. In addition, the NC shall oversee the succession planning and talent management for the Board and Senior Management of the Company and its subsidiaries (“**the Group**”).

#### **2. Composition**

The Board shall elect the NC members from amongst themselves and shall comprise at least three (3) members, exclusively of Non-Executive Directors, and a majority of whom are independent.

No Alternate Director shall be appointed as a NC member.

Where the NC members for any reason are reduced to less than three (3), the Board shall, within three (3) months from the occurrence of the event, appoint such number of new member(s) as may be required to make up the minimum number of NC members.

#### **3. Chairman**

The Chairman of the NC shall be an Independent Non-Executive Director appointed by the Board from amongst the NC members. The NC Chairman shall not be a Chairman of the Board.

The NC Chairman shall chair all NC meetings but in the absence of the Chairman during the meeting, the other NC members shall elect from amongst themselves who must be an Independent Director to chair the meeting.

The NC Chairman 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/Managing Director; and
- (ii) lead the annual review of Board effectiveness, ensuring that the performance of each individual Director and Chairman of the Board is independently assessed.

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#### **4. Quorum**

A quorum shall consist of two (2) members.

#### **5. Term of Office**

The term of office of the NC members shall be for such time as determined by the Board and members of the NC may be re-nominated and appointed by the Board from time to time.

#### **6. Secretary**

The Secretary(ies) of the Company shall be the Secretary(ies) of the NC.

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 NC.

#### **7. Meetings**

The NC shall meet as and when required at least once a calendar year or more frequently as deemed necessary. The Chairman or any NC member may call for additional meetings at any time at their discretion.

The NC may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit 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 NC 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. All resolutions agreed by the NC members in such meeting shall be deemed effective as a resolution passed at a meeting in person of the members duly convened and held.

Resolutions, proposals, and matters tabled for approvals at any NC meeting shall be decided by a simple majority of the members present. In the case of equality of votes, the NC Chairman shall have a second or casting vote.

The Secretary(ies) shall, on the requisition of the NC members, summon a NC meeting, and reasonable notice of every NC 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 NC members, except in the case of an emergency, where the NC may waive such notice requirement.

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#### **8. Minutes**

The Minutes of each NC meeting shall be circulated to all NC members and the other Board members and kept at the registered office.

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

The NC meeting's minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

#### **9. Circular Resolutions**

A resolution in writing signed by a majority of the NC members for the time being, not being less than two (2) NC members, shall be as valid and effectual as if it had been passed at a NC meeting duly called and constituted.

Any such resolution may consist of several documents in like form, each signed by one (1) or more NC members. Any such document may be accepted as sufficiently signed by a NC member if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature of a NC member.

#### **10. Adviser**

The NC is authorised by the Board to seek appropriate professional advice inside and outside the Company as and when it considers necessary.

#### **11. Duties and Responsibilities**

The duties and responsibilities of the NC are as follows: -

- (a) To consider and recommend to the Board on the suitability of candidates nominated based on the following considerations:
  - (i) skills, knowledge, expertise and experience;
  - (ii) professionalism;
  - (ii) integrity; and
  - (iii) competencies, commitment, contribution, and performance.
- (b) To recommend candidates to fill seats on Board Committees.
- (c) To review and make recommendations to the Board on an annual basis, the required mix of expertise and experience, diversity (including gender diversity) and other qualities, including core competencies of the Non-Executive Directors.
- (d) To assess on an annual basis the effectiveness of Board as a whole, the Board Committees and for continuously assessing the role of each individual Director towards the accomplishment of the Board's duties/responsibilities including review of the performance of the Board in addressing the Company's material sustainability risks and opportunities. All assessments

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and evaluations carried out by the NC in the discharge of all its functions shall be properly documented.

- (e) To review and consider refreshing the Board composition periodically.
- (f) To conduct assessment on the independence of each of the Independent Directors to ensure he/she is continually fit and still can maintain independence in order to assume their role as Independent Directors of the Company.
- (g) To utilise independent sources to identify suitably qualified candidates for the Board and Board Committees.
- (h) To review each Director's tenure and recommend Directors who are retiring (by rotation) for re-election. The annual re-election of Director should be based on a satisfactory evaluation of the Director's performance and contribution to the Board.
- (i) To review the term of office and performance of the Audit Committee and each of its members on an annual basis to determine whether the Audit Committee and its members have carried out their duties according to the Audit Committee's terms of reference.
- (j) To ensure that orientation and education programmes are provided for new members of the Board.
- (k) To review training and continuous professional development programmes for the Board and facilitate board induction and 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.
- (l) To develop the criteria to assess independence and assess the independence of the Independent Non-Executive Directors on an annual basis and recommend the same to the Board.
- (m) To develop, maintain and review the performance criteria to be used in the recruitment process and evaluate the performance of each member of the Board and Board Committees.
- (n) To act in line with the directions of the Board.
- (o) To consider and examine such other matters as the NC considers appropriate.
- (p) To consider any other relevant matters as delegated by the Board.

#### **12. Procedures**

The Board follows formal and transparent procedures when appointing directors as

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follows:

- (a) The NC will seek professional advice inside and outside the Company as and when it considers necessary or external consultants to identify a short-list of suitable candidates and a list of nominations for candidates proposed by the Managing Director, and within the bounds of practicability, by any other senior executive, director or shareholder for considerations;
- (b) The Chairman of the NC will send the nominees to the other committee members and assigns responsibilities to the other committee members to prepare a list of possible candidates or to contact various groups for suggestions;
- (c) All the candidates are interviewed by at least two (2) members of the NC and evaluations of all the candidates were circulated to all the NC members;
- (d) The NC will then have to make a unanimous decision in recommending the appointment to the Board;
- (e) The Board will then decide on the best candidates by ballot or unanimous decision and a Board resolution is passed to appoint the candidate; and
- (f) The written consent of the nominees to act if elected shall be secured.

#### **13. Review of the Terms of Reference**

The NC will review this Terms of Reference regularly to ensure that it continues to remain relevant and appropriate.

#### **14. Effective date**

This Terms of Reference is effective on 12 October 2022.