

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**  
**(Updated on 14 April 2022)**

**1. Objective**

To assist the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors, Board Committees and Senior Management. The Nomination Committee shall also assess the performance of the Directors, Board members and Senior Management 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 appointment of a Committee member terminates when a member ceases to be a Director.

**3. Chairman**

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

**4. Secretary**

The Secretary of the Nomination Committee shall be the Company Secretary of the Company.

**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.

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

Each member of the Nomination Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the Nomination Committee. In the event of an equality of votes, the Chairman of the Nomination Committee shall be entitled to a second or casting vote.

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**6. Quorum**

A quorum shall consist of two (2) members, one (1) of whom shall be an Independent Non-Executive Director.

**7. Circular Resolution**

A resolution in writing signed or approved by letter 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" shall be forwarded or otherwise delivered to 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.

**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,

- (a) Annually review the required mix of skills and experience and other qualities, including core competencies which non-executive, executive directors and Senior Management should bring to the Board.
- (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) 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 purpose of meeting statutory obligations, as well as obligations arising from the Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements.

**8. Duties and Responsibilities**

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

- (a) To recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors.
- (b) To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Director and, within the bounds of practicability, by any other senior executive or any Director or Shareholder.
- (c) To recommend to the Board of Directors the nominees to fill the seats on Board Committees.

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- (d) To recommend to the Board of Directors the nominees to fill the seats on Senior Management.
- (e) To assess the effectiveness of the Board of Directors as a whole and each individual Directors/committees of the Board.
- (f) 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 their terms of reference.
- (g) To assist the Board to assess and evaluate circumstances where a Director involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to recommend to the Board on the necessary actions to be taken in the circumstances where there is a conflict of interest.
- (h) To act in line with the directions of the Board of Directors.
- (i) To examine the size of the Board with a view to determining the impact of the number upon its effectiveness.
- (j) To conduct a review to determine whether a Director can continue to be independent after serving the Board for a cumulative period of nine (9) years.
- (k) To ensure an appropriate framework and succession planning for the Board of Directors and Senior Management.
- (l) To make recommendations to the Board on candidates for re-election to the Board.
- (m) To consider and examined such other matters as the Nomination Committee considers appropriate.