ECOSYS (MALAYSIA) BERHAD
(Registration No. 202301024280 (1518203-H))

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. PURPOSE

The principal objective of the Nomination Committee is to support and advise the Board of Directors in fulfilling their responsibilities to ensure the Board and the key management of the Company comprised individuals with the appropriate mix of qualifications, skills and experience.

2. COMPOSITION

2.1 The Board must appoint the members of the Committee from amongst its Directors comprise at least three (3) members exclusively of Non-Executive Directors, a majority of whom are independent.
2.2 The members of the Committee shall appoint the Chairman of the Committee who shall be an Independent Non-Executive Director of the Company.
2.3 The Company Secretary of the Company shall be the secretary of the Nomination Committee.

3. CHAIRMAN OF THE COMMITTEE

3.1 The members of the Committee must elect a chairman among themselves.
3.2 In the absence of the NC Chairman, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position.

4. PRIMARY RESPONSIBILITIES

4.1 The Committee's primary responsibilities include:
- (a) assessing and recommending to the Board the candidature of Directors, appointment of Directors to Board Committees, taking into consideration of the recommendations from the Chief Executive Officer;
- (b) reviewing of Board's succession plans and training programmes for the Board;
- (c) undertaking the assessment of the Board, Board Committees and individual Directors on an on-going basis; and
- (d) undertaking annual assessment of the independence of Independent Directors in the Board beyond the Independent Director's background, economic and family relationships but considering they can continue to bring independent and objective judgement to Board deliberations.

5. FUNCTIONS OF THE COMMITTEE

5.1 The Committee, amongst others, shall discharge the following functions:
- (a) to identify, assess and recommend to our Board, candidates for our board directorships, having regard to their expertise, experience, ad other core competencies, potential conflict of interest, contribution and integrity which the Directors should bring to the Board;
- (b) to recommend to our Board, directors to fill the seats on our Board committees;
- (c) to access and evaluate, on an annual basis, or as required, the desirability of the overall composition of our Board and the balance amongst executive, non-executive and independent directors;
- (d) to evaluate the effectiveness of our Board and Board committees (including its size and composition) and contributions of each individual director;
- (e) to determine the independence of each Director annually and the independent director can bring independence and objective judgement to board deliberations;

(f) to review and ensure an appropriate framework and plan for our Board succession; and
(g) to ensure that our Directors received appropriate induction programs and undergo continuous training to enhance their performance.

6. QUORUM

6.1 The quorum for all meetings of the Nomination Committee shall not be less than two (2) members.
6.2 A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested by the Committee.

7. MEETINGS

7.1 The Chairman shall ensure that the Committee meets with sufficient notice and frequency.
7.2 The Committee shall meet at least once (1) a year. More meetings may be conducted if the need arises. In addition to the regular scheduled meeting, the Chairman shall call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board.
7.3 The Secretary of the Committee is the Group Company Secretary (or his nominee).
7.4 The Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant papers, shall be circulated at least seven (7) days prior to each Committee meeting. The Secretary of the Committee shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board

8. NOTICE OF MEETINGS

Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

9. MINUTES OF MEETINGS

9.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
9.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflict of interest and minute them accordingly.
9.3 Minutes of the Committee meeting shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.
9.4 The Secretary shall keep record of all conclusions and resolutions passed at all Committee meetings, including the names and signatures of the attendants.
9.5 Full minutes of the Committee meetings shall be kept by the Secretary.

10. RIGHTS OF THE COMMITTEE

The Company must ensure that wherever necessary and reasonable for the performance of its duties, the Committee must, in accordance with a procedure to be determined by the Board and at the cost of the Company:

(a) have authority to investigate any matter within its terms of reference;
(b) have the resources which are required to perform its duties;
(c) have full and unrestricted access to any information pertaining to the Company;
(d) be able to obtain independent professional or other advice; and
(e) be able to convene meetings excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

11. REVIEW OF COMMITTEE

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

12. AUTHORITY

The Committee is authorised:

(a) to seek any information, it requires from any employee of the Company in order to perform its duties;
(b) to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
(c) to call any employee to be questioned at a meeting of the Committee as and when required.

13. REVISION AND UPDATES

13.1 This Terms of Reference shall be reviewed annually by the Nomination Committee.
13.2 Any revisions or amendments to this Terms of Reference, as proposed by the Nomination Committee or any third party, shall be presented to the Board for approval; and
13.3 Upon the Board's approval, the said revisions or amendments shall form part of this Term of Reference and this Term of Reference shall be considered duly revised or amended.

14. APPROVAL

The Nomination Committee Terms of Reference is approved by the Board of Ecosys (Malaysia) Berhad.