



NTPM HOLDINGS BERHAD
Registration No. 199601012313 (384662-U)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

1. Composition

- 1.1 The Nominating Committee (“Committee”) shall be appointed by the Board from amongst the Directors of the Company and shall consist of no fewer than **three** (3) members, all of whom must be Non-Executive Directors and a majority of whom are independent.
- 1.2 The Chairman of the Committee shall be appointed among the members of the Committee, who shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.
- 1.3 In the event of any vacancy in the Committee resulting in the non-compliance of the composition of the Committee under the Terms of Reference of the Committee, the Board shall within three (3) months of the vacancy, appoint such new member(s) to comply with the composition of the Committee.

2. Meetings

- 2.1 The Committee shall meet as and when is required and at least once a year. A quorum shall consist of two (2) members.
- 2.2 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 2.3 Unless otherwise agreed, the Notice of the meeting and supporting papers of items to be discussed shall be sent to each member of the Committee and to other attendees (as appropriate) at least five (5) days before each meeting.
- 2.4 In the absence of the Committee Chairman, the remaining members present shall elect one of themselves to chair the meeting.
- 2.5 The Committee may invite any senior management staff or professional adviser to be in attendance for all or part of any meeting as and when appropriate.
- 2.6 In the event that a matter is required to be resolved by a vote of the Committee, any such matter shall be decided by a majority of votes and the Chairman shall not have a casting vote.

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- 2.7 A Resolution taking the form of one or more documents in writing signed or approved by other electronic communications by a majority of the members of the Committee, provided that they are sufficient to form a quorum at a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted; provided that the resolution is circulated to all members of the Committee. All such resolutions shall be described as “Resolution in Writing of Nominating Committee” and shall be forwarded or otherwise delivered to the Secretary upon signing without delay, and shall forthwith be recorded by the Secretary in the Company’s Minute Book. Any such resolution in writing may be contained in one (1) document or separate copies thereof (which may be prepared and circulated by electronic communications with copy sent by courier or registered post) which is signed by one (1) or more of the member of the Committee.
- 2.8 The minutes of meetings of the Committee shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

3. Secretary

- 3.1 The Company Secretaries or their nominee shall act as the secretary of the Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Committee in a timely manner to enable proper consideration to be given to the issues and ensure that all the minutes are properly kept and produced for inspection if required.

4. Duties and Responsibilities

- 4.1 The Committee is responsible for recommending to the Board for approval of the following appointments: -
- i) Members of the Board;
 - ii) Members of the Board Committee;
 - iii) Senior Independent Non-Executive Director;
 - iv) Key Senior Management such as Chief Executive Officer (“CEO”), Chief Financial Officer (“CFO”), Chief Operating Officer (“COO”) and etc.
- 4.2 The duties and responsibilities of the Committee are as follows:
- 4.2.1 Appointment
- (a) To consider and recommend to the Board the nominees for appointment of any new Board Members, whether of Executive or Non-Executive position, taking into consideration the following criteria:
- Required skill, knowledge, expertise and experience;
 - Time commitment, character, professionalism and integrity;
 - Diversity in age, gender, experience and independence;
 - Number of directorships in companies outside the Group; and
 - Specialist knowledge or technical skill.

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A Directors' Fit and Proper Policy has been established to guide the Committee in the review and assessment of candidates that are to be appointed onto the Board as well as Directors who are seeking election or re-election, across the Group.

- (b) Consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the Committee shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
- (c) Identify, consider and recommend suitable persons for appointment as Directors of the Company, its Group and members of the Board Committees, relying on sources from existing Board members, Management, major shareholders, independent search firms and other independent sources.
- (d) Appointment of Key Senior Management position:
 - Review and recommend to the Board the appointment, evaluation, resignation, disciplinary actions and termination of the Key Senior Management position.
 - Review and if deemed appropriate, endorse for the Board's approval, the recommendation of the Group CEO on the appointment, evaluation, promotion, resignation, disciplinary actions and termination of the COO and CFO positions of the Group.
 - Ensure that appointments of Key Senior Management are based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.

4.2.2 Retirement and Re-election

- (a) Ensure that every Director, including the Executive Directors, shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election.
- (b) To conduct the fit and proper assessment before making recommendation to the Board for re-election of retiring Directors pursuant to the Company's Constitution.
- (c) To review and recommend to the Board, candidates for the re-election of Directors by shareholders. Any retention of an Independent Director who has served a cumulative term of nine (9) years shall be subject to shareholders' approval in line with the recommendation of Malaysian Code on Corporate Governance. However, the tenure of an Independent Director shall not exceed a cumulative term of twelve (12) years;

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4.2.3 Assessment of Board Composition

- (a) Annually evaluate, review and recommend to the Board the appropriate size of the Board, required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board to ensure that they are in line with the Company's and the Group's requirements.
- (b) Consider and recommend any policy regarding the period of service of Non-Executive Directors, tenure of Independent Directors and the term of office of Board Committee members, including Chairmen of Board Committees.
- (c) Periodically review the term of office of all Board Committees, assisted by the Company Secretary.

4.2.4 Annual Performance Assessment

- (a) Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board Committee (including its size and composition). The method/approach of the assessment and outcome of the evaluation shall be documented and disclosed in the annual report.
- (b) Develop, maintain and review the criteria for evaluating the Board's, and Board Committees' and each individual Director's performance.
- (c) Ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.
- (d) Review the terms of office and performance of the Audit Committee ("AC") and each of its members annually to determine whether the AC and its members have carried out the duties in accordance with its terms of reference.

4.2.5 Training and Development

- (a) The Committee shall ensure that all newly appointed Directors undertake an appropriate induction programme to ensure that they are fully informed about strategic and commercial issues affecting the Company and the markets in which it operates as well as their duties and responsibilities as a Director of the Board and Board Committees (where applicable).
- (b) To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and with changes in new statutory and regulatory requirements.

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4.2.6 Succession Planning

- (a) The Group CEO shall assist the Committee in ensuring that an appropriate succession planning framework and talent management is in place for the position of the Key Principal Officers positions. The Committee shall be apprised of the progress of the programme on a regular basis.
- (b) Oversee succession planning for the Board Chairman and Directors.

5. Annual General Meeting

- 5.1 The Chairman of the Committee shall attend the Annual General Meeting to answer any shareholder questions on the Committee's activities.

6. Reporting Procedure

- 6.1 The Chairman of the Committee shall report formally to the Board on its proceedings on all matters within its duties and responsibilities.
- 6.2 The Committee may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.

7. Review of the Terms of Reference

- 7.1 The Committee shall arrange for periodic review of its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The terms of reference shall be assessed, reviewed and updated periodically i.e. when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.
- 7.2 Nothing in these Terms of Reference is intended to amend, detract from or conflict with the Constitution of the Company, and in such event, the Constitution shall prevail.

This Revised Terms of Reference of the Nominating Committee was adopted on 13 March 2023.