

# NOMINATION COMMITTEE STATEMENT

## 1. COMPOSITION

The Nomination Committee comprises three (3) members made up of Independent Non-Executive Directors and have the following term of reference as provided below:-

<b>Name</b>	<b>Designation</b>
Datuk M Chareon Sae Tang @ Tan Whye Aun	Chairman
Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad <i>(Resigned wef 18 August 2021)</i>	Member
Puan Sri Nonadiah Binti Abdullah	Member
Lau Tiang Hua	Member

In accordance to the recommendation of the Malaysian Code of Corporate Governance 2021 ("Code") that the Chairman of the Company should not be a member of the Nomination Committee, our Independent Non-Executive Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad has offered to step down from being a member of the Nomination Committee on 18 August 2021.

## 2. ATTENDANCE

During the financial year ended 31 December 2021, the Nomination Committee held three (3) meetings which were held on 1 April 2021, 18 August 2021 and 17 November 2021. The details of attendance of each member of the Nomination Committee held during the financial year are as follows:-

<b>Name</b>	<b>Attendance</b>
Datuk M Chareon Sae Tang @ Tan Whye Aun	3/3
Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad	2/2
Puan Sri Nonadiah Binti Abdullah	3/3
Lau Tiang Hua	3/3

## 3. SUMMARY OF WORK OF THE NOMINATION COMMITTEE

Summary activities during the financial year are as follows:-

### **Review the performance of Directors and Board Committees**

Each director needs to complete their Performance Evaluation Form on annual basis and submits to the Committee for assessment. The Directors are required to declare their interest in the Company as well as their directorship in other public companies and other listed issuers. In addition, all Directors also need to confirm if there is any sanction or penalty imposed onto them by relevant regulatory bodies during the financial year or offences convicted within the past five (5) years. The Nomination Committee evaluated each director individually taking into consideration their skillsets and commitment required of them to discharge their duty and is satisfied with the performance of all the directors.

The Nomination Committee also evaluated on the needs to establish separate Board Committee to assist the Board on its decision making and continues to review the effectiveness of such committee annually. Upon the recommendation of the Committee, the following Board Committees have been set up with their respective term of reference and to deliberate on their respective areas:-

- a) Audit Committee
- b) Risk Management Committee
- c) Remuneration Committee

## **Review of the independence of the Directors**

Your Board of Directors comprises eight (8) members, of whom four (4) are Executive Directors and four (4) are Independent Non-Executive Directors. The composition of our Board meets the requirement of the Code which provide that at least half of the Board members should consist of independent directors. The Independent Directors has declared their independence and non-conflict of interest with the Company in the Performance Evaluation Form on an annual basis. The Nomination Committee has reviewed and satisfied on the independence of the Independent Directors.

## **Re-election and re-appointment of director**

Following to the demise of our Group Executive Chairman, the late Tan Sri Datuk Dr Ng Teck Fong on 21 March 2021, the Nomination Committee has on 1 April 2021 assessed and recommended to your Board for the appointment of Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad as the Independent Non-Executive Chairman of the Group.

The Nomination Committee has also assessed and recommended to your Board of the proposed re-election and re-appointment of relevant directors by the shareholders at the forthcoming Annual General Meeting ("AGM") of the Company. It assesses and evaluates the Directors individually to determine on their status of independence, mix set of skills and experience before deciding on the selection and nomination of directors for their respective re-election or re-appointment. The Board does not have a specific policy on gender, ethnicity and age group for the appointment of its directors. Nevertheless, the current composition of the Board does reflect a mix diversity of gender, ethnicity and age among its Directors.

According to the Constitution of the Company, at least one third of the directors shall retire from office at the AGM, and eligible for re-election provided that each director shall retire once in every three (3) years. In accordance with this, the Nomination Committee has recommended for the following Directors to retire and eligible for re-election by shareholders at the forthcoming AGM of the Company:-

- a) Ng Yih Chen
- b) Puan Sri Nonadiah Binti Abdullah
- c) Lau Tiang Hua

In accordance to the recommendation of the Code, all independent directors shall not hold office for a tenure of more than nine (9) years. However, the said independent director may continue to serve as a non-independent director. All the Independent Directors of the Company have hold office in their present capacity exceeding a period of (9) years.

The Nomination Committee has assessed and satisfied with the independence of the Independent Directors and has recommended to the Board for them to continue serving in their current capacity. Therefore, they will submit themselves for re-appointment by the shareholders in the coming AGM.

All Directors who are due for retirement have expressed their intention to seek for re-election and re-appointment from the shareholders at the forthcoming AGM of the Company.

## **Assessment of Audit Committee**

The Nomination Committee has conducted an assessment on the term of office and performance of the Audit Committee and each of the members individually. The assessment shall be conducted annually in accordance to the paragraph 15.20 of the Bursa Malaysia Listing Requirements. Upon its assessment, the Nomination Committee is satisfied and has recommended to the Board that the Audit Committee has performed up to expectation and in accordance to the term of reference as mandated.

In accordance to the recommendation of the Code that the Chairman of the Company should not be a member of the Audit Committee, our Independent Non-Executive Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad has offered to step down from being a member of the Audit Committee on 18 August 2021. On the same date, the Nomination Committee has recommended to your Board for the appointment of Puan Sri Nonadiah Binti Abdullah, our Independent Non-Executive Director as the new member of the Audit Committee.

### **Review the composition of Remuneration Committee**

The Nomination Committee has reviewed the composition of the Remuneration Committee to ensure that it complies with the Code. In accordance to the Code, the Remuneration Committee shall consist of only non-executive director, majority of them must be independent.

In accordance to the recommendation of the Code that the Chairman of the Company should not be a member of the Remuneration Committee, our Independent Non-Executive Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad has offered to step down from being a member of the Remuneration Committee on 18 August 2021.

### **Review the composition of Risk Management Committee**

The Nomination Committee has reviewed the composition of the Risk Management Committee to ensure that it complies with the Code. In accordance to the Code, the Risk Management Committee shall consist of majority independent non-executive directors.

In accordance to the recommendation of the Code that the Chairman of the Company should not be a member of the Risk Management Committee, our Independent Non-Executive Chairman, Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad has offered to step down from being a member of the Risk Management Committee on 18 August 2021. On the same date, the Nomination Committee has recommended to your Board for the appointment of Puan Sri Nonadiah Binti Abdullah, our Independent Non-Executive Director as the new member of the Risk Management Committee.

### **Training**

The Nomination Committee has reviewed the training requirement of the directors based on their skills and the ongoing current requirement in order for them to discharge their duty diligently. Upon the assessment, the Committee has recommended for all the Directors and the senior management team of the Company to attend the training titled "Economic Impact on Malaysia from Rising Geopolitical Risks" which was held on 4 April 2022.