

# 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
Lau Tiang Hua	Member
Puan Sri Nonadiah Binti Abdullah (resigned on 27 February 2023)	Member
Tan Sri Dr Madinah Binti Mohamad (appointed on 27 February 2023)	Member

## 2. ATTENDANCE

During the financial year ended 31 December 2022, the Nomination Committee held two (2) meetings which were held on 22 February 2022 and 22 November 2022. The details of attendance of each member of the Nomination Committee held during the financial year is as follows:-

<b>Name</b>	<b>Attendance</b>
Datuk M Chareon Sae Tang @ Tan Whye Aun	2/2
Lau Tiang Hua	2/2
Puan Sri Nonadiah Binti Abdullah (resigned on 27 February 2023)	2/2
Tan Sri Dr Madinah Binti Mohamad (appointed on 27 February 2023)	N/A

## 3. SUMMARY OF WORK OF THE NOMINATION COMMITTEE

Summary activities during the financial year and up to the date of this report are as follows:-

### **Assess the fitness and propriety of Directors**

The Committee is guided by the Directors' Fit and Proper Policy which is disclosed at the Company's website at [www.tomei.com.my](http://www.tomei.com.my) on the appointment of new director as well as the re-election of director of the Company. The assessment on all the Directors is also being carried out at regular intervals of at least annually or whenever the Company becomes aware of information that may have materially compromise its director's fitness and propriety. Each director needs to complete their Evaluation Form on annual basis and submits to the Committee for assessment.

The Directors are assessed on the following fit and proper criterias:

- a) Character and integrity
- b) Experience and competence
- c) Time and commitment

The Nomination Committee evaluated each director individually as well as collectively taking into account of their relative importance based on the Directors' Fit and Proper Policy.

The term of the Directors' Fit and Proper Policy is assessed, reviewed and updated where necessary by the Committee before presenting to your Board for approval.

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

The Nomination Committee 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

During the year, the Nomination Committee has proposed to your Board for the Audit Committee and Risk Management Committee to be combined and known as the Audit and Risk Management Committee ("ARMCO") in order to better meet the effectiveness of both the committees. As the ARMCO shall only comprised of Non-Executive Director, Datuk Ng Yih Pyng has offered to step down from being a member of the 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 provides 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**

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 based on the Directors' Fit and Proper Policy 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 director.

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) Datuk Ng Yih Pyng
- b) Ng Sheau Yuen
- c) Datin Choong Chow Mooi

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. Three (3) 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.

### **Resignation and Appointment of Director**

The Nomination Committee had on 27 February 2023 deliberated and considered the resignation of Puan Sri Nonadiah Binti Abdullah from the Board, ARMCO, Nomination Committee and Remuneration Committee subject to the Board's approval. On the same date the Nomination Committee also has deliberated and proposed to the Board for the appointment of Tan Sri Dr Madinah Binti Mohamad as the Independent Non-Executive Director and as member of the ARMCO, Nomination Committee and Remuneration Committee.

Tan Sri Dr Madinah Binti Mohamad, being the newly appointed Independent Non-Executive Director of the Company shall retire and subject herself for re-election by shareholders at the forthcoming AGM of the Company.

### **Assessment of ARMCO**

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

### **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 consists of only Independent Non-Executive Director.

### **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 "Regulatory Expectations for Sustainability" which was held on 3 April 2023.