

NOMINATION COMMITTEE STATEMENT

1. COMPOSITION

The Nomination Committee comprises five (5) members made up of Non-Executive Directors, majority of them are independent and have the following term of reference as provided below:-

Name	Designation
Datuk M Chareon Sae Tang @ Tan Whye Aun	Chairman
Mr Lau Tiang Hua	Member
Tan Sri Dr Madinah Binti Mohamad (appointed on 27 February 2023)	Member
Dato' Zuraidah Binti Atan (appointed on 16 November 2023)	Member
Ms Chin Min Ming (appointed on 16 November 2023)	Member
Puan Sri Nonadiah Binti Abdullah (resigned on 27 February 2023)	Member

2. ATTENDANCE

During the financial year ended 31 December 2023, the Nomination Committee held four (4) meetings which were held on 27 February 2023, 24 August 2023, 26 September 2023 and 16 November 2023. The details of attendance of each member of the Nomination Committee held during the financial year is as follows:-

Name	Attendance
Datuk M Chareon Sae Tang @ Tan Whye Aun	4/4
Mr Lau Tiang Hua	4/4
Tan Sri Dr Madinah Binti Mohamad (appointed on 27 February 2023)	3/3
Dato' Zuraidah Binti Atan (appointed on 16 November 2023)	N/A
Ms Chin Min Ming (appointed on 16 November 2023)	N/A
Puan Sri Nonadiah Binti Abdullah (resigned on 27 February 2023)	1/1

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 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 criteria:

- 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.

NOMINATION COMMITTEE STATEMENT (continued)

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 and Risk Management Committee
- b) Remuneration Committee

Review of the independence of the Directors

Your Board of Directors comprises ten (10) members as follows:

Executive Directors	Four (4)
Non-Independent Non-Executive Directors	Three (3)
Independent Non-Executive Directors	Three (3)

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 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) Yang Mulia Raja Tan Sri Dato' Seri Aman Bin Raja Haji Ahmad
- b) Datuk M Chareon Sae Tang @ Tan Whye Aun
- c) Mr Lau Tiang Hua

In accordance to the recommendation of the Malaysian Code on Corporate Governance 2021 ("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. None of the Independent Directors of the Company have hold office in their present capacity exceeding a period of (9) years.

All Directors except for Datuk M Chareon Sae Tang @ Tan Whye Aun who are due for retirement have expressed their intention to seek for re-election from the shareholders at the forthcoming AGM of the Company.

NOMINATION COMMITTEE STATEMENT (continued)

Resignation and Appointment of Director

The Nomination Committee had on 26 September 2023 deliberated and proposed to the Board for the appointment of Dato' Zuraidah Binti Atan and Ms Chin Min Ming as the Independent Non-Executive Director. On 16 November 2023, the Committee deliberated and proposed to the Board for the appointment of both Dato' Zuraidah and Ms Chin as member of the ARMCO, Nomination Committee and Remuneration Committee.

Both Dato' Zuraidah and Ms Chin, being the newly appointed Independent Non-Executive Directors of the Company shall retire and subject themselves 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 Non-Executive Director, majority of them are independent.

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 directors and senior management team of the Company to attend the training titled "Modernising Data Governance – What should Boards focus on Now" which was held on 4 April 2024.