

# NOMINATION COMMITTEE STATEMENT

## 1. COMPOSITION

The Nomination Committee (“NC”) plays a pivotal role in ensuring that the Board of Directors is appropriately constituted to provide effective leadership, independent oversight and strategic guidance, taking into account the Group’s evolving business needs, long-term sustainability and governance expectations.

The NC comprises four (4) members, all of whom are Non-Executive Directors. The Committee operates in accordance with its Terms of Reference, which are approved by the Board and available on the Company’s website at [www.tomei.com.my](http://www.tomei.com.my).

The members of the Nomination Committee during the financial year under review were as follows:

Name	Designation
Mr Lau Tiang Hua	Chairman
Ms Chin Min Ming	Member
Mr Tan Chee Beng ( <i>Appointed on 20 November 2025</i> )	Member
Mr Lau Chia En ( <i>Appointed on 10 February 2026</i> )	Member
Mr Choo Chee Beng ( <i>Resigned on 1 October 2025</i> )	Member

## 2. ATTENDANCE

During the financial year ended 31 December 2025, the Nomination Committee held three (3) meetings. The attendance record of each member is as follows:

Name	26-Feb-25	21-Aug-25	20-Nov-25	Attendance
Mr Lau Tiang Hua	√	√	√	3/3
Ms Chin Min Ming	√	√	√	3/3
Mr Tan Chee Beng	N/A	N/A	N/A	-
Mr Lau Chia En	N/A	N/A	N/A	-
Mr Choo Chee Beng	√	√	N/A	2/2

## 3. SUMMARY OF WORK

The principal activities undertaken by the NC during the financial year and up to the date of this report are summarised below:

### Assessment of Directors’ Fitness and Propriety

The Committee is guided by the Company’s Directors’ Fit and Proper Policy, which is published on the Company’s website at [www.tomei.com.my](http://www.tomei.com.my). The policy applies to the appointment of new Directors as well as the re-election and re-appointment of existing Directors.

Assessments are conducted at least annually, or as and when the Committee becomes aware of information that may materially affect a Director’s fitness and propriety. Each Director is required to complete an annual evaluation form for the Committee’s assessment.

Directors are assessed based on the following criteria:

- Character and integrity
- Experience and competence
- Time commitment and contribution

The Committee evaluated each Director individually as well as collectively, taking into account their respective roles and responsibilities and the Board’s overall effectiveness. The Committee concluded that all Directors continue to demonstrate the requisite integrity, competence, independence of judgement and commitment in discharging their duties.

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The Directors' Fit and Proper Policy is reviewed periodically by the Committee and, where necessary, updated prior to submission to the Board for approval.

## Review of the Performance and Structure of Board Committees

The Committee reviewed the adequacy and effectiveness of the Board Committee structure to ensure that it remains appropriate in supporting the Board's decision-making and oversight responsibilities.

Upon the Committee's recommendation, the following Board Committees have been established, each with clearly defined Terms of Reference:

- Audit and Risk Management Committee ("ARMCO")
- Remuneration Committee

The effectiveness of these Committees continues to be reviewed annually to ensure they remain fit for purpose.

## Review of Directors' Independence and Tenure

The Board of Directors comprises ten (10) members with the following composition:

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

All Independent Non-Executive Directors have provided annual declarations confirming their independence and absence of conflicts of interest through the Board Performance Evaluation process. Based on the review conducted, the NC is satisfied that all Independent Non-Executive Directors continue to meet the independence criteria as prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the Malaysian Code on Corporate Governance 2021 ("MCCG 2021").

The Committee recognises the importance of balancing continuity with independence and Board refreshment. Accordingly, directors' tenure is actively monitored to preserve objectivity, constructive challenge and effective oversight at Board level. None of the Company's Independent Directors has served beyond the cumulative tenure of nine (9) years as recommended under the MCCG 2021.

## Re-election and Re-appointment of Directors

The NC assessed and recommended to the Board the proposed re-election and re-appointment of relevant Directors for approval by shareholders at the forthcoming Annual General Meeting ("AGM").

In making its recommendations, the Committee evaluated Directors individually based on the Directors' Fit and Proper Policy and Conflict of Interest Policy, taking into consideration their independence status, performance, skills, experience and contribution to the Board.

In addition, the Committee considered the Board's collective mix of competencies and diversity, including industry knowledge, financial expertise, governance experience, gender, age profile and length of service, to ensure balanced representation and effective decision-making.

While the Board does not have a formal policy on gender, ethnicity or age diversity, the current Board composition reflects a reasonable mix of diversity, which contributes positively to robust Board deliberations.

In accordance with the Company's Constitution, at least one-third (1/3) of the Directors shall retire at each AGM, provided that each Director retires at least once every three (3) years. Accordingly, the following Directors are due to retire and are eligible for re-election at the forthcoming AGM:

- Tan Sri Dr Madinah Binti Mohamad
- Datin Choong Chow Mooi
- Ms Chin Min Ming

All the above Directors have expressed their intention to seek re-election at the forthcoming AGM.

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## Succession Planning

The NC oversees succession planning for the Board and senior management to ensure leadership continuity and long-term business sustainability. This includes identifying and developing potential candidates with the requisite competencies, experience and leadership qualities to support the Group's strategic objectives and future growth.

## Resignation and Appointment of Director

The NC deliberated and recommended to the Board the appointment of the following Directors and co-opted them into the respective Committees:

Name	Directorship/Committee member	Date of appointment
Mr Tan Chee Beng	Independent Non-Executive Director	21 August 2025
	Audit & Risk Management Committee	20 November 2025
	Nomination Committee	20 November 2025
	Remuneration Committee	20 November 2025
Mr Lau Chia En	Non-Independent Non-Executive Director	10 February 2026
	Nomination Committee	10 February 2026

In accordance with Section 202(3) of the Companies Act 2016, Mr Tan Chee Beng and Mr Lau Chia En will retire at the forthcoming AGM and has expressed their intention to seek re-election by shareholders.

On 1 October 2025, Mr Choo Chee Beng resigned as an Independent Non-Executive Director and consequently ceased to be a member of the ARMCO, NC and Remuneration Committee on the same date.

On 10 February 2026, Dato' Zuraidah Binti Atan resigned as an Independent Non-Executive Director and consequently ceased to be a member of the ARMCO on the same date.

## Assessment of the ARMCO

The NC conducted an annual assessment on the term of office and performance of the ARMCO and each of its members in accordance with Paragraph 15.20 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Based on the assessment conducted, the Committee is satisfied that the ARMCO has discharged its responsibilities effectively and in accordance with its Terms of Reference, and has recommended the same to the Board.

## Review of the Composition of the Remuneration Committee

The NC reviewed the composition of the Remuneration Committee to ensure continued compliance with the MCCG 2021. The Committee confirmed that the Remuneration Committee comprises only Non-Executive Directors, with a majority being Independent Non-Executive Directors.

## Training

The NC reviewed the training needs of the Directors, taking into account regulatory developments and the evolving business environment. Based on the assessment, the Committee recommended that all Directors and members of senior management attend the training programme titled "National Sustainability Reporting Framework (NSRF)" and "Understanding Precious Metal Refining, Global Gold Supply & Industry Trends". The training was aimed at enhancing participants' understanding of business sustainability, emerging governance and regulatory matters relevant to the Group's operations, thereby strengthening Board and management effectiveness.

## 4. OVERALL GOVERNANCE ASSESSMENT

Based on the reviews and assessments conducted during the financial year, the NC is satisfied that the Board and its Committees continue to operate effectively, with the appropriate balance of skills, experience, independence and diversity to support the Group's strategic direction and long-term sustainability.