

SC ESTATE BUILDER BERHAD  
(Registration No. 200401017162 (655665-T))  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION  
COMMITTEE**

**1. Objectives**

The principal objective of the Nomination Committee is to assist the Board of Directors in discharging its responsibilities relating to the nomination of new candidates to the Board. The Nomination Committee shall also assess the performance of the Directors of the Company on an ongoing basis.

**2. Composition of Members**

The Board shall appoint the members of the Nomination Committee from amongst its members. The Committee shall comprise exclusively Non-Executive Directors, a majority of whom shall be independent.

The Board shall review the composition of the Committee periodically to ensure that it remains appropriate and consistent with the Listing Requirements, the MCCG and the needs of the Group.

**3. Chairman**

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. The Chairman of the Nomination Committee shall be approved by the Board of Directors.

In the absence of the Chairman, the members present may elect one (1) member, the members can elect from amongst themselves the Chairman for the Meeting.

**4. Secretary**

The Company Secretary of the Company shall act as Secretary of the Committee. The Secretary shall ensure that meetings are properly convened and that proceedings, decisions and recommendations of the Committee are properly recorded and maintained.

**5. Meetings**

The committee shall meet at least once a year and such other times as may be necessary.

Where the elected Chairman is unable to attend a meeting, one of the Committee members shall be nominated to chair the meeting.

Subject to the notice and quorum requirements set out in the Terms of Reference, meetings of the Committee may be conducted by telephone or any other means of communication that enables all participants to hear one another.

Any person participating by such means shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted towards the quorum accordingly.

## **6. Quorum**

A quorum shall consist at least two (2) members.

## **7. Circular Resolutions**

A resolution in writing, including by electronic means, signed or approved by a majority of the Committee members who are sufficient to form a quorum shall be as valid and effective as if it had been passed at a duly convened meeting of the Committee, provided that the resolution is circulated to all Committee members and no member objects to the matter being dealt with by way of written resolution.

All such resolutions shall be described as "Nomination Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretary.

## **8. Authority**

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors,

annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have.

assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.

be entitled to the services of a Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of ACE Market of Bursa Malaysia Securities Berhad or other regulatory requirements.

## **9. Duties and Responsibilities**

The duties and responsibilities of the Nomination Committee are as follows:-

- (a) To assess and recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee would consider the candidates':-

- skills, knowledge, expertise and experience;
- gender diversity;
- professionalism;

- integrity; and
- (b) In the case of the candidates for the position of Independent Non-Executive Directors, the Nomination Committee would also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors;
  - (c) To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or Shareholder.
  - (d) To recommend to the Board of Directors the nominees to fill the seats on the committees of the Board.
  - (e) To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the Terms of Reference of the Audit Committee.
  - (f) To implement annual assessment on the effectiveness and performance of the Board of Directors as a whole, the committees of the Board, as well as the contribution/performance of each individual Director, including the non-executive directors and executive directors. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented.
  - (g) To examine the size of the Board with a view to determining the impact of the number upon its effectiveness.
  - (h) To review the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board.
  - (i) To develop the criteria to assess independence and to assess on an annual basis, the independence of the Independent Non-Executive Directors and recommend the same to the Board.
  - (j) To review and, if deem fit, to recommend the retention of its Independent Non-Executive Directors whose terms have exceeded nine (9) years' tenure for continuance in the office.
  - (k) To recommend the re-election of Directors who retired by rotation pursuant to the Company's Articles of Association and re-appointment of Directors who retired pursuant to Section 129(6) of the Companies Act, 1965.
  - (l) To establish time commitment expectations/protocol for the members of the Board.
  - (m) To review the attendance of the Directors at Board and/or Board Committee(s) Meetings.

- (n) To review the succession plans for the Company's key management personnel.
- (o) To review the training needs/training programmes for the Board of Directors and to facilitate Board induction and training programmes, including induction training for new Board members.
- (p) To act in line with the directions of the Board of Directors.
- (q) To consider any other matters as defined by the Board.

## **10. Reporting Procedures**

The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. Draft minutes shall be circulated to the Chairman and members of the Committee for review before confirmation.

The Chairman of the Committee shall report to the Board on matters deliberated by the Committee and on any recommendations requiring Board consideration or approval.

## **11. Review of Terms of Reference**

This Terms of Reference shall be reviewed periodically and updated as necessary to ensure that it remains consistent with the Committee's objectives and responsibilities, the Listing Requirements, the MCCG, the Companies Act 2016, the Constitution of the Company and other applicable regulatory requirements.