

KEIN HING INTERNATIONAL BERHAD
[Company No. 200301013636 (616056-T)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Composition

The Nominating Committee shall be appointed by the Board of Directors (“the Board”) from amongst the Directors of the Company and shall comprise exclusively of non-executive Directors, majority of whom are independent.

The Nominating Committee shall consist of at least three (3) members.

2. Quorum

Two (2) members shall form a quorum for meetings provided that two (2) are independent Directors.

3. Chairman

The members of the Nominating Committee shall elect a Chairman from among their members who shall be an Independent Director or the Senior Independent Director. In the absence of the Chairman of the Nominating Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

Recommendations of the Nominating Committee are reported to the Board by the Chairman of the Nominating Committee for the Board’s consideration and approval, where appropriate.

The Chair of the Nominating Committee shall:

- lead the succession planning and appointment of board members, including future Chairman and Managing Director/CEO; and
- lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.
- lead the review of the term of office and performance of the audit and risk management committee and each of its members annually to determine whether the audit and risk management committee and each members have carried out their duties in accordance with the terms of reference.

4. Secretary

The Company Secretary of the Company acts as the Secretary of the Nominating Committee who shall be in attendance and shall record the proceeding of the meeting.

5. Meetings and Minutes

- a) The Nominating Committee shall meet at least once a year or at such other times as the Chairman of the Nominating Committee deems necessary.
- b) Minutes of meeting shall be recorded and kept.
- c) Question arising shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

6. Scope of Responsibilities

- a) To review regularly the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary.
- b) To identify and propose new nominees for appointment to the Board.
- c) To undertake assessment and develop improvement based on the review and evaluation of the Board, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- d) To recommend to the Board, Directors to fill the seats on Board Committees.
- e) To establish and review, as and when necessary, a suitable process to identify, recommend and nominate suitably qualified candidates for the Board and Senior Management in terms of appropriate gender diversity, balance of skills, expertise, attributes and core competencies, taking into consideration the character, prior to the appointment, which will also be disclosed in the Annual Report.
- f) To determine annually whether or not a Director is Executive, Non-Executive or Independent.
- g) To assess effectiveness of the Board and contribution by each Director to the effectiveness of the Board.
- h) To recommend to the Board for re-election, the re-appointment of Directors and retention of Directors whose terms have exceeded 9 years and to assess their eligibility for continuation (or not) in service of executive Director(s) and Directors who are due for retirement by rotation in accordance with the Company's Constitution.

- i) To consider, in making its recommendations, candidates for directorships proposed by the Managing Director/CEO and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
- j) To evaluate the performance of each member of the Audit and Risk Management Committee and the Audit and Risk Management Committee as a whole annually.
- k) To review the succession planning for the Directors and Senior Management.
- l) To review the Diversity Policy of the Group from time to time.

7. Reporting Procedures

- a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Nominating Committee.
- b) The Nominating Committee shall report to the full Board for its consideration of the candidate for directorship based on skills, knowledge, competence, expertise, experience, time commitment, professionalism, integrity and diversity in skills, experience, age, cultural, background and gender.

(Date of review : 30 July 2021)