



THMY Holdings Bhd.
Quality & Efficiency

Terms Of Reference Of Nomination Committee

1. Objectives

In accordance with the Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia ("**MCCG**"), the Nomination Committee ("**NC**" or "**Committee**") is set up to recommend candidates to the Board of Directors of THMY Holdings Berhad ("**Board**") ("**Company**"). The final decision on the appointment of any of the Directors shall be made by the Board.

The NC shall be responsible for ensuring the appropriate Board balance and size, and that the Board has the required mix of skills, experience and other core competencies. Based on the process and procedures laid out by the Board, the NC shall annually carry out and ensure proper documentation of all assessments and evaluations on the effectiveness of the Board, the Board committees and the contribution of each individual Director of the Company ("**Director**").

2. Composition

The NC shall comprise wholly of non-executive Directors, the majority of whom are independent directors, and shall be appointed by the Board. The Committee shall comprise no fewer than 3 members. The appointment of a Committee member shall automatically be terminated if the member ceases for any cause to be a Director, or as determined by the Board.

The members of the NC shall elect a chairman from amongst any of its members who shall be an independent non-executive Director ("**Chairman**"). In the absence of the Chairman, the members present shall elect one of their members who is independent to chair the meeting.

No alternate Director shall be appointed as a member of the NC.

3. Secretary to the NC

The Company Secretary of the Board ("**Company Secretary**") shall be the secretary of the Committee or in his or her absence, another person authorised by the Chairman. The secretary shall be responsible for drawing up the agenda and the notice of meeting in consultation with the Chairman together with supporting explanatory documentation to members of Committee at least seven (7) days prior to each meeting.

4. Meetings

The NC shall meet at least once a year, or more frequently as deemed necessary by the Chairman. The Chairman will highlight any major issues and any items requiring resolution by the Board.

In addition, the Chairman shall convene a meeting of the Committee upon request by any Committee member, member of the Board, the management or internal or external auditors, to consider any matters within the scope and responsibilities of the Committee.

Any member of the NC can attend the NC meeting either in person or by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting and shall be entitled to vote or be considered part of the quorum as appropriate.

5. Reporting Procedures

The secretary of the Committee shall be responsible for keeping the minutes of the meeting of the Committee and making it available to all members of the Board upon request. The Committee, through its Chairman, shall report to the Board at the next Board meeting after each Committee meeting and where appropriate, make the necessary recommendations to the Board.

6. Circular Resolution

A resolution in writing signed by a majority of the NC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted.

Any such resolution may consist of several documents in like form each signed by one (1) or more NC members. Any such document may be accepted as sufficiently signed by a NC member if transmitted to the Company in any written form by letter, facsimile, electronic mail or other forms of electronic and digital communications to include a signature of a NC member. All such resolutions shall be described as "Nomination Committee Members' Resolution in Writing" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book.

7. Meeting Procedures

The Committee shall regulate its own procedures, in particular:

- (a) The calling of meetings;
- (b) The notice to be given to such meetings;
- (c) The voting and proceedings of such meetings;
- (d) The keeping of minutes; and
- (e) The custody, production and inspection of such minutes.

8. Quorum

The quorum for any meetings shall be two (2) members, who are independent non-executive Directors, either present in person or by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting.

9. Attendance by Invitation

Other Directors, senior management and employees may attend any particular meeting only at the Committee's invitation.

10. Authority of the NC

The Committee in performing its duties shall in accordance with a procedure to be determined by the Board and at the cost and expense of the Company, where necessary:

- (a) Have the resources which are required to perform its duties;
- (b) Have full and unrestricted access to any information, documents and employees of the Group;
- (c) Be able to obtain independent professional advice; and
- (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

11. Duties and responsibilities

- (a) To develop and recommend to the Board a clear and transparent process for identifying, evaluating, and selecting candidates for Board membership.
- (b) To regularly review and update the criteria for Board membership, taking into consideration the Group's strategic objectives, diversity, skills, and experience requirements.
- (c) To consider, in making its recommendations, candidates for directorships proposed by the Group MD/ Group CEO and within the bounds of practicability, by any other senior management or any other Director or Shareholder of the Company ("**Shareholders**"). If the selection of candidates was based on recommendations made by existing Directors, management or major Shareholders, the NC to provide reason(s) why these source(s) suffice and other sources were not used. The NC shall also utilise independent services to identify suitably qualified candidates.

In making its recommendations, the NC shall evaluate candidates for new

appointment as Directors based on the fit and proper criteria set out in the Fit and Proper Policy of the Company, check on the nature and extent of their conflict of interest ("COI") or potential COI and also any other criteria which the NC deems necessary from time to time.

In the case of candidates for the position of independent non-executive Directors, the NC shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive Directors. Among others, the candidates must fulfill the criteria used in the definition of "Independent Directors" prescribed by the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and being able to bring independent and objective judgement to the Board.

- (d) To review and evaluate on an annual basis:
 - i. The structure, size, balance and composition of the Board and committees;
 - ii. The required mix of skills and experience and other qualities including core competencies, diversity (age, cultural background and gender) which the Directors bring to the Board;
 - iii. The effectiveness of the Board (as a whole) and Board committees;
 - iv. Each Director's ability to contribute effectively to the Board and the relevant Board committees and to provide necessary feedback to the Directors in respect of their performance;
 - v. The term of office and performance of the Audit and Risk Management committee ("ARMC") and each of its members to determine whether the ARMC and its members have carried out their duties in accordance with their terms of reference;
 - vi. The independence of independent non-executive Directors; and
 - vii. The effectiveness and performance of the Group MD/ Group CEO and Chief Financial Officer or its equivalent (where these positions are not Board members), based on the process and procedures laid out by the Board and to provide the necessary feedback to directors in respect of their performance.
- (e) To ensure proper documentation of all assessments and evaluations so carried out;
- (f) To recommend to the Board, the Directors to fill the seats on any Board committees;
- (g) To propose to the Board the responsibilities of non-executive Directors, including membership and chairmanship of Board committees;
- (h) To recommend to the Board for continuation or discontinuation in service of Directors as an executive Director or non-executive Director;
- (i) To assess the performance of the Directors who are retiring by rotation and recommend their re-election to be put forward to the Board, taking into

consideration the fit and proper criteria set out in the Fit and Proper Policy of the Company;

- (j) To consider and recommend if appropriate the independent non-executive Directors whose tenure exceeds cumulative term of nine (9) years for continuation in office, having due regard to their performance and ability to continue to contribute to the Board in the light of knowledge, skills and experience required. After a cumulative term of nine (9) years, an independent non-executive Director may continue to serve on the Board as a non-independent Director. However, if the Board intends to retain an independent non-executive Director beyond nine (9) years, it should provide justification and seek Shareholders' approval annually through a two-tier voting process as stipulated in the Board Charter.
- (k) To evaluate training needs for Directors annually;
- (l) To oversee the development of succession planning of the Board and senior management;
- (m) To periodically review the Fit and Proper Policy and making any changes as and when the Committee deemed fit, and recommend any such changes to the Board for consideration and approval;
- (n) To arrange induction programmes for newly appointed Directors to familiarise themselves with the operations of the Group through briefings by the relevant management teams;
- (o) To recommend to the Board the employment of the services of such advisers as it deems necessary to fulfil the Board's responsibilities; and
- (p) To carry out other responsibilities, functions or assignments as may be assigned by the Board from time to time.

12. Review

The terms of reference will be subject to review from time to time by the Committee and any amendments are to be approved by the Board before becoming effective.

13. Confidentiality

Members of the Committee shall maintain strict confidentiality regarding discussions, deliberations, and decisions made during committee meetings.

14. Interpretation

In case of any ambiguity or interpretation issue regarding this terms of reference, the decision of the Board shall be final.

15. Approval

This terms of reference is adopted by the Board on 14 February 2025.