

**CSH ALLIANCE BERHAD**

[Registration No. 200001002113 (504718-U)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**  
**(Updated on 18 October 2022)**

**1. Objectives**

The principal objective of the Nomination Committee is to assist the Board of Directors in their responsibilities in appointing new members to the Board of Directors and Board Committees. The Nomination Committee shall also assess the performance of the Board, Board Committees and the individual Directors of the Company on an on-going basis.

**2. Composition of members**

The Board of Directors shall appoint the Nomination Committee members, which shall comprise exclusively of Non-Executive Directors, a majority of whom are independent. The term of office of the Nomination Committee shall be for such time as determined by the Board of Directors and members of the Nomination Committee may be re-nominated and appointed by the Board of Directors from time to time.

**3. Chairman**

The Chairman of the Nomination Committee shall be an Independent Director or the Senior Independent Director appointed by the Board of Directors from amongst the Nomination Committee members.

The Nomination Committee Chairman shall chair all Nomination Committee Meetings but in the absence of the Chairman, the members of the Nomination Committee can elect from amongst themselves the Chairman of the meeting.

**4. Secretary**

The Secretary(ies) of the Nomination Committee shall be the Company Secretary(ies) of the Company.

**5. Meetings**

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary.

Reasonable notice of Nomination Committee Meetings shall be given in writing to all the Nomination Committee members unless the Nomination Committee waives such requirement. The Secretary(ies) shall on the requisition of the Chairman of the Nomination Committee summon a meeting of the Nomination Committee.

Questions arising at any meeting of the Nomination Committee shall be decided on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.

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**6. Quorum**

A quorum shall consist of two (2) members who are Independent Non-Executive Directors.

**7. Minutes**

Minutes of each Nomination Committee Meeting shall be kept at the registered office and distributed to each member of the Nomination Committee and also to the other members of the Board. The Chairman of the Nomination Committee meeting shall report on the proceedings of each meeting to the Board.

The Minutes of the Nomination Committee Meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

**8. Circular Resolutions**

A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by any electrical or digital written message to include a signature of a Nomination Committee member.

**9. Reporting**

The Nomination Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

**10. Authority**

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

- (a) review and recommend new members to the Board and Board Committees;
- (b) review and recommend the appointment of the Chief Executive Officer/Managing Director;

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- (c) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have;
- (d) assess on an annual basis the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director;
- (e) review and recommend relevant succession plans; and
- (f) be entitled to the services of the Company Secretary(ies) who must ensure that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations or other regulatory requirements.

**11. Duties and Responsibilities**

- (a) To source, identify, review and recommend candidates for appointment to the Board of Directors and Board Committees, which is to be led by the Nomination Committee Chairman, taking into consideration the Directors' Fit and Proper Policy, optimum and effective size of the Board and the candidates':-
  - (i) character, competence, knowledge and experience
  - (ii) professionalism
  - (iii) integrity and credibility
  - (iv) time commitment, particularly his number of other Directorships
  - (v) in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- (b) To review and recommend the candidate for appointment as Chief Executive Officer/ Managing Director, taking into consideration the candidate's:-
  - (i) character, competence, knowledge and experience
  - (ii) professionalism
  - (iii) integrity and credibility
- (c) To review and recommend the evaluation criterion in respect of the evaluation of the Board of Directors, Board Committees, and each individual Director.
- (d) To assist the Board to review / evaluate the effectiveness of the Board of Directors, Board Committees, and each individual Director, which is to be led by the Nomination Committee Chairman and documented.
- (e) To recommend the re-election of Directors who are due to retire in accordance with the Company's Constitution.

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- (f) To annually review and recommend the relevant training programmes for each Director that will aid the Director in the discharge of his duties as a Director of the Company.
- (g) To review and recommend the board induction programme for new members of the Board.
- (h) To annually review the term of office and performance of the Audit Committee and each of its members to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.
- (i) To review and recommend the succession plan for the Chairman and Members of the Board and Board Committees, Executive Director/ Managing Director and Senior Management, which is to be led by the Nomination Committee Chairman.
- (j) To review the statement on the activities of the Nomination Committee in the discharge of its duties for each financial year for disclosure in the Annual Report.
- (k) To consider and examine any other matters as the Nomination Committee considers appropriate.
- (l) To consider any other relevant matters as delegated by the Board.
- (m) To assess on an annual basis, the independence of Independent Directors.

This TOR is reviewed and updated by the Board of Directors of the Company on 18 October 2022.

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