



**SAMAIDEN GROUP BERHAD**

201901037874 (1347204-V)

**TERMS OF REFERENCE OF  
NOMINATING COMMITTEE**

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**- Terms of Reference of Nominating Committee**

**1. OBJECTIVES**

The principal objective of the Nominating Committee ("**Committee**") is to assist the Board of Directors (the "**Board**") in discharging its statutory duties and responsibilities relating to succession planning and review the effectiveness of the Board and its committees. The purpose of Committee is to assist the Board in proposing new nominees for the Board while the decision as to who shall be nominated shall be the responsibility of the full Board. The role of the Committee is to ensure that the Board comprises Directors with an appropriate mix of responsibilities, skills and experience, as well as to ensure a proper balance between Executive Directors and Independent Non-Executive Directors.

**2. COMPOSITION**

- (a) The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members.
- (b) The Committee shall consist exclusively of Non-Executive Directors, a majority of whom are Independent Directors.
- (c) The members of the Committee may elect a Chairperson from amongst their number, who is an Independent Director.
- (d) If a member of the Committee resigns or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months, appoint such number of new member(s) as may be required to make up the minimum of three (3) members.

**3. AUTHORITY**

The Committee shall, in accordance with a procedure to be determined by the Board and at the cost to be borne by the Company:

- (a) Have adequate resources required to perform its duties;
- (b) Have full and unrestricted access to information, records and documents relevant to its activities;
- (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.

**4. FUNCTIONS AND DUTIES**

- (a) To nominate and recommend to the Board, candidates to be appointed as Directors of the Company after considering the required mix of gender, skills, knowledge, experience and other core competencies, expertise, professionalism and integrity which the Directors should bring to the Board with the application of the Directors' fit and proper policy;
- (b) To consider in making its recommendations, candidates for directorships proposed by the Group Managing Director and within the bounds of practicability, by the existing Directors, Senior Management, major shareholders, independent search firms and/or other independent sources. If the selection of candidates was solely based on recommendations made by existing Senior Management, Director or major shareholder, the Committee should explain why these source(s) suffice and other sources were not used;

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- (c) To recommend to the Board, directors to fill the seats on Board committees;
- (d) To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board;
- (e) to establish and review the terms and conditions of employment of Executive Directors and Senior Management including Chief Executive Officer (CEO), Chief Operating Officer (COO) and Chief Financial Officer (CFO) of the Group having regard to their duties and responsibilities;
- (f) To review the succession plans of the Board, the Audit and Risk Management Committee, Executive Director and the senior management including CEO, COO and CFO of the Company on an ongoing basis;
- (g) To assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, the committees of the Board, the contribution of each individual director, Senior Management such as CEO, COO and CFO of the Company including their performance in addressing the Company's material sustainability risks and opportunities on an annual basis;
- (h) To recommend to the Board for the continuation or discontinuation in service of Directors as an Executive Directors or Non-Executive Directors;
- (i) To recommend Directors who are retiring by rotation to be put forward for re-election, contingent on satisfactory evaluation of the Directors' tenure, performance, contribution to the Board and the current composition of the Board, and with the application of the Directors' fit and proper policy;
- (j) To determine the independence of each Director annually and the Independent Director can bring independence and objective judgement to board deliberations.
- (k) To review 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 members have carried out their duties in accordance with their terms of reference.
- (l) To review the appointment and termination of Senior Management of the Group.
- (m) To review training programmes for the Board and ensure that all newly appointed Directors undergo appropriate induction programmes and receive continuous training; and
- (n) To facilitate achievement of Board diversity and targets, including ensuring the Board comprises at least 1 woman director.
- (o) To review the participation of women in senior management to ensure there is healthy talent pipeline.

**5. MEETINGS**

- (a) The quorum for each meeting shall be at least two (2) members whom are independent directors.
- (b) The Committee shall meet at least once a year.
- (c) In the absence of the Chairperson, the members present shall elect a Chairperson for the meeting from amongst the members present.
- (d) The Committee may invite any person to attend the meeting to assist in its deliberations.
- (e) The Committee is allowed to carry out the resolution by way of circulation.

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- (f) The Company Secretary shall act as Secretary of the Committee and shall be responsible, with the concurrence of the Chairperson, for drawing up and circulating the agenda and the notice of meetings together with the supporting explanatory documentation to members prior to each meeting.
- (g) The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.
- (h) The minutes of the Committee shall be made available to the Board.
- (i) The Chairman of the Committee should attend the Annual General Meeting to answer any shareholder's questions on the Committee's activities.

**6. REVIEW OF THE TERMS OF REFERENCE**

The Terms of Reference will be reviewed as and when required and updated in accordance with the needs of the Company and any new regulations. Any revision or amendment to this Terms of Reference, as proposed by the Committee, shall be presented to the Board for its approval.

The Terms of Reference of the Committee was last reviewed by the Board on 26 May 2022 and is made available on the Company's website, [www.samaiden.com.my](http://www.samaiden.com.my).