

**PELIKAN INTERNATIONAL CORPORATION BERHAD**

[Registration No. 198001009827 (63611-U)]

(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

*(Revised w.e.f. 25 March 2022)*

**1. THE STRATEGY/OBJECTIVES**

In essence, the Nomination Committee sets out to ensure business continuity of the Company and Group by having in place a succession plan for the Board of Directors and senior management.

The Nomination Committee also assists the Board of Directors in their responsibilities in nominating new nominees to the Board of Directors. The Nomination Committee shall also assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.

**2. COMPOSITION**

The Board of Directors shall elect the Nomination Committee members from amongst themselves, composed 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 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 the Independent Non-Executive Director or Senior Independent Non-Executive Director elected by the Board.

**4. SECRETARY**

The Company Secretary of the Nomination Committee shall be the Company Secretary of the Company.

**5. MEETINGS AND CIRCULAR RESOLUTIONS**

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. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee and except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing. In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

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.

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-2-

(Terms of Reference of Nomination Committee – cont'd)

For the purpose of contemporaneous linking together by an instantaneous telecommunication device of a number of the member of the Nomination Committee no less than the quorum required, whether or not any one or more of the member of the Nomination Committee is out of Malaysia, is deemed to constitute a meeting of the Nomination Committee. The Nomination Committee will apply to such meeting held by instantaneous telecommunication device so long as the following conditions are met:-

- a) all the member of the Nomination Committee shall have received notice of a meeting by instantaneous telecommunication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous telecommunication device or in any other manner permitted;
- b) each of the member of the Nomination Committee taking part in the meeting by the instantaneous telecommunication device must be able to hear each other at the commencement and for the duration of the meeting; and
- c) at the commencement of the meeting, each of the member of the Nomination Committee must acknowledge his/her presence for the purpose of the meeting to all of the other member of the Nomination Committee taking parts.

## **6. MINUTES**

The Secretary shall also be responsible for keeping the minutes of meeting of the Nomination Committee at the registered office and distribute to each member of the Nomination Committee and also to the other members of the Board. The Nomination Committee Chairman shall report on 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.

## **7. REPORTING**

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

The Nomination Committee shall report to the Board on any specific matters referred to it by the Board for investigation and report.

## **8. NOMINATION COMMITTEE POLICY**

Fundamentally, new appointments to the Board are made by the whole Board and potential Non-Executive Directors are suggested by any director and reviewed by the Nomination Committee before any approach is made to the candidate. Any new appointment is made by the Board only after a recommendation from the Nomination Committee. In view of the essential requirement for potential Directors to understand the nature of responsibilities of the Board and the extensive operations of the Group, it is vital for the Board Chairman to take part in the briefing of any

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-3-

(Terms of Reference of Nomination Committee – cont'd)

nominees to the Board. Accordingly, the Nomination Committee is structured as a sub-committee of the whole Board so that all Directors can participate in the nomination process.

**9. QUORUM**

The quorum for a meeting shall be minimum of 2 members.

**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) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have;
- b) 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; and
- c) be entitled to the services of the 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 the Bursa Malaysia Securities Berhad or other regulatory requirements.

**11. DUTIES AND RESPONSIBILITIES**

- a) To review the structure, size, and composition of the Board of Directors;
- b) To develop, maintain and review the criteria for the appointment of new Directors and independence of Directors;
- c) To conduct an annual assessment on all Directors;
- d) To review formal succession plans in identifying and mentoring potential Executive and Non-Executive Directors and senior management personnel;
- e) To assess and recommend new appointments of potential candidate to the Board;
- f) To review Board and Senior Management succession plans;
- g) To review training programmes for the Board and facilitate board induction and training programmes;
- h) To propose and recommend to the Board of Directors, the retirement and re-appointment/re-election of existing Executive and Non-Executive Directors, in accordance with the Companies Act 2016 and the Constitution of the Company; and
- i) To review the term of office and performance of the Audit and Risk Management Committee ("ARMC") and each of its members annually to determine whether such ARMC and its members have carried out their duties in accordance with their terms of reference.