



PANTECH GROUP HOLDINGS BERHAD
Registration No. 200601013856 (733607-W)

NOMINATING COMMITTEE
COMPOSITION AND TERMS OF REFERENCE

[Updated on 23 July 2020]

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COMPOSITION

The Nominating Committee shall be appointed by the Directors from among themselves via a Directors' resolution and shall compose of exclusively of Non-Executive Directors of whom a majority shall be Independent Directors.

The members of the Nominating Committee shall elect a Chairman from among themselves who is a Senior Independent Non-Executive Director or an Independent Director of PANTECH GROUP HOLDINGS BERHAD ("PANTECH" or "the Company"). All members of the Nominating Committee, including the Chairman, will hold office only so long as they serve as Directors of PANTECH.

TERMS OF REFERENCE

OBJECTIVE

The objective of the Nominating Committee is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience. The Nominating Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member.

When a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Nominating Committee shall recommend to the Board one or more candidates with the appropriate expertise and experience. The Nominating Committee may also consider in making its recommendations, candidates for directorships proposed by the Managing Director and within the bounds of practicability, by any Director and by the shareholder or may use the services of a professional recruitment firm. The Nominating Committee will then make its recommendation on the candidates for submission to the Board for approval.

AUTHORITY

The Nominating Committee should not have the delegated power from the Board to implement its recommendations but should be obliged to report its recommendations back to the full Board for its consideration and implementation. This is in recognition of the importance of diversity within the Board and the need for Board membership to be endorsed by all or the majority.

In carrying out its duties and responsibilities, the Nominating Committee will in principle have access to PANTECH's records, properties and personnel. The Nominating Committee may use the services of professional recruitment firms to source for the right candidate for directorship or seek independent professional advice whenever necessary.

DUTIES AND RESPONSIBILITIES

The following are the main duties and responsibilities of the Nominating Committee collectively. These are not exhaustive and can be augmented if necessary by Board approval:-

- Review annually the structure, size, composition and successional needs of the Board, with due regard for Board diversity in its broadest sense, including gender, nationality, age, culture, socio-economic background, skills, experience and independence.
- When the Board wishes to appoint a director, to prepare a description/specification of the role, required capabilities and expected time commitment. When identifying suitable candidates, the Committee should:
 - (a) use open advertising or the services of external advisers to facilitate the search; or
 - (b) consider candidates proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- Ensure that every Director, including the Managing Director, shall be subject to retirement at least once every 3 years and to make recommendations to the Board about the re-election of directors who are to be put forward for retirement by rotation.
- Review annually its required mix of skills and experience and other qualities, including core competencies which non-executive Directors should bring to the Board and disclose the same in the Annual Report.
- Recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors.
- Ensure that the appointment of any Executive Director or Managing Director of PANTECH shall be for a fixed term not exceeding three years at any one time with power to re-appoint, remove or dismiss thereafter.
- Recommend to the Board about candidates for membership of the audit, nomination and remuneration committees of the Board and any other Board committees as appropriate, in consultation with the chairman of the relevant committee.
- Assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director based on the process implemented by the Board.

MEETINGS

The Nominating Committee shall meet at least once a year. The Committee will meet as and when required and report to the Board after each meeting.

The Nominating Committee Meetings shall be chaired by the Chairman of the Committee. In the absence of the Chairman of the Nominating Committee, the members present shall elect from among themselves, a chairman for the Meeting. The Chairman also has the discretion to call for additional meetings at any time. The quorum for each meeting shall be two (2) members. All recommendations and findings of the Nominating Committee shall be submitted to the Board of Directors for approval. In the absence of a meeting, any issues shall be resolved through circular resolution.

The Managing Director and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Nominating Committee Chairman.