



**UNIMECH GROUP BERHAD**  
**Company No: 199601035227 (407580-X)**

## **NOMINATING COMMITTEE**

### **TERMS OF REFERENCE**

#### **1. Objective**

The members of the Nominating Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) to assist the Board in identifying and recommending qualified individuals to serve as Directors of the Company. The Committee also proposes to the Directors to fill the seats on Board committee.

#### **2. Committee Membership and Quorum**

The Committee shall comprise at least three (3) members, each of whom shall be a director of the Company. The members of the Committee shall consist exclusively of non-executive Directors with a majority of whom being independent.

A majority of the Committee members present at a meeting shall constitute a quorum.

#### **3. Duties and Responsibilities**

The Committee is empowered by the Board and its terms of reference to bring to the Board recommendations as to the appointment of new Director and member of the Board committee.

Duties and responsibilities of the Committee shall include the followings:

- i. Recommend to the Board, candidates for all directorships to be filled in the Board;
- ii. Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- iii. Recommend to the Board, Directors to fill the seats on Board committee;

- iv. The Committee may form and delegate authority to subcommittees or members when appropriate;
- v. The Committee shall be entitled to access to the information in order to perform its duties and responsibilities; and
- vi. The Committee shall be entitled to engage, in good faith, the services of external consultant or professional in order to carry out its duties and responsibilities;
- vii. At least annually review its required mix of skills and experience and other qualities, including core competencies which non-executive Directors should bring to the Board.

#### **4. Circular Resolutions**

A resolution in writing signed by all the members present in Malaysia shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

This Terms of Reference of Nominating Committee was reviewed by the Board on 24 August 2022.