

NOMINATING COMMITTEE REPORT

The Nominating Committee has been established on 24 April 2013 and it comprises exclusively of 3 Non-Executive Directors with a majority of independent directors:-

Name of Directors	Designation	Number of Meetings Attended
Dato' Seri Mohamed Azahari bin Mohamed Kamil (Chairman) ¹	Independent Non-Executive Director	1/1
Dato' Choo Chuo Siong	Independent Non-Executive Director	3/3
Mohd Abdulrazzaq A A Al-Hashmi	Non-Independent Non-Executive Director	3/3
Dato' Maznah binti Abdul Jalil ²	Independent Non-Executive Director	2/2
Dato' Mohzani bin Abdul Wahab ³	Independent Non-Executive Director	2/2

1 appointed as a director and Nominating Committee Chairman on 7 August 2023

2 ceased as Chairperson on retirement as director on 28 July 2023

3 ceased as a member on retirement as director on 28 July 2023

The Nominating Committee is responsible to assess, make recommendations and consider candidates for appointment to the Board. The scope of responsibilities of the Nominating Committee also covers the assessment of the performance and effectiveness of the Board and Board Committees, as well as the performance of each Board member and each of the Audit Committee member.

The Nominating Committee is guided by the Directors' Fit and Proper Policy for the appointment, re-election and periodic/annual assessments of the Board, Board Committees and individual director. The Nominating Committee assessed the fit and properness of each director against the criteria in the Directors' Fit and Proper Policy which includes character, integrity, experience, competence, time and commitment. Consideration is also given to the required size and board composition to ensure that the Board and Board Committees are functioning effectively and efficiently to enable the Board to make effective business decisions and recommendations. For the independent directors, they are assessed based on their independence and abilities to discharge their responsibilities and functions with objective judgement.

For the financial year ended 31 December 2023, the Nominating Committee had assessed and reviewed the following:

- the performance of the Board and Board Committees, contribution of each Board member, independence of the Independent Non-Executive Directors and the term of office, performance of Audit Committee and each of its members;
- the retention of the Independent Non-Executive Director whose tenure as Independent Director has exceeded 9 years. During the financial year, 2 Board members retired from the Board as their maximum tenure of 12 years' as Independent Director had ended;
- to recommend those Board members retiring be nominated for re-election; and
- to recommend candidates for appointment as Independent Non-Executive Directors.

The Nominating Committee is satisfied with the performance of the Board, Board Committees and contribution of each of the Directors. The Independent Non-Executive Directors have maintained their independence and are competent to continue serving as the independent directors. The Audit Committee and its members have discharged their duties effectively and in accordance with their terms of reference.

The performance, the fitness and propriety of those Directors subjected to re-election were assessed and the Nominating Committee had recommended to the Board for tabling the resolution on the re-election of Directors for shareholders' approval.

For appointment of Independent Non-Executive Directors, apart from the fitness and propriety of the candidates, the Nominating Committee also reviewed the relationship of the candidates with the existing Directors, senior management and major unitholders to assess the independency and the ability to discharge the duties of an independent director. The Nominating Committee recommended to the Board for consideration on their appointment.