



# **UMEDIC GROUP BERHAD**

**[COMPANY NO.: 202101015347 (1415647-D)]**

**(Incorporated in Malaysia)**

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**NOMINATION COMMITTEE  
TERMS OF REFERENCE**

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## **1. APPOINTMENT/COMPOSITION**

- 1.1 The members of the Nomination Committee (“Nomination Committee” or “Committee”) shall be appointed by the Board of Directors (“Board”) and the chairman of the Board shall not be a member of the Committee.
- 1.2 The Nomination Committee shall consist of not less than three (3) members, comprises exclusively Non-Executive Directors, a majority of whom are Independent Directors.
- 1.3 The Board shall, within three (3) months of a vacancy occurring in the Committee which result in the number of members reduced to below three (3), appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 1.4 The Chairman of the Committee shall be appointed by the members of the Committee among their number who is an Independent Director.

## **2. MEETINGS**

- 2.1 Meetings shall be held at least once a year and also as and when required.
- 2.2 The Committee shall meet to carry out the duties and responsibilities mentioned below. The quorum for a meeting shall be two (2) members both of whom shall be Independent Directors.
- 2.3 Meeting will be attended by the members of the Committee and the Company Secretary or the representative of the Secretary shall act as the secretary of the Nomination Committee.
- 2.4 The Executive Directors or any other person(s) may be invited by the Committee to attend its meetings as may be deemed necessary to assist in its deliberations.
- 2.5 A member of the Committee may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 2.6 Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Committee shall have a second or casting vote. However, at Meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman shall not have a second or casting vote. All conflicting views shall be submitted to the Board for its final decision. Any member who has an interest in any matters being reviewed or considered shall abstain from voting on the matter.
- 2.7 A circular resolution in writing signed by a majority of the members of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Committee and shall include signed copies via legible facsimile transmission or other written electronic means.

### **3. AUTHORITY**

- 3.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It shall be provided with the resources to perform its duties and shall have at the expense of the Company, unlimited/unrestricted access to all information and documents/resources which are required to perform its duties.
- 3.2 The Committee shall also have the right to be able to obtain advice from independent parties and other professionals where they consider it necessary to carry out their duties.
- 3.3 The Board shall make all decisions after considering the recommendations of the Committee.

### **4. FUNCTIONS AND RESPONSIBILITIES**

4.1 The functions and responsibilities of the Committee shall include the following:

- (a) to propose, consider and recommend to the Board suitable persons for appointment as Directors of the Company.

In making its recommendations, the Nomination Committee should consider the candidates: -

- skills, knowledge, expertise and experience
- professionalism
- integrity;
- boardroom diversity (including gender diversity) and
- in the case of candidates for the position of independent Non-Executive Directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.

The Committee shall also consider 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.

If the selection of candidates is based on recommendations made by existing directors, management or major shareholders, the Committee should explain why these source(s) suffice and other sources were not used.

- (b) to recommend to the Board, candidates to fill the seats on Board committees.
- (c) to assist the Board to review on an annual basis the required mix of skills, independence and experiences and other qualities, including core competencies, which non-executive directors should bring to the Board.
- (d) to assess on an annual basis on the effectiveness of the Board as a whole, the committees of the Board and contribution of each individual director including chairman of the Board, independent Non-Executive Directors, as well as the Chief Executive Officer and the Chief Operating Officer. All assessment and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.

- (e) to review the tenure of each director with an aim to ensure that the composition of the Board is refreshed periodically.
- (f) to lead the succession planning and oversee the development of a diverse pipeline for the Board and management succession, including the future chairman of the Board, Executive Directors and Chief Executive Officer.
- (g) to assess the skill gaps of the Directors and recommend appropriate training and development programmes for the Directors.
- (h) 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.
- (i) to carry out such other responsibilities as may be delegated by the Board from time to time.

## **5. MINUTES**

- 5.1 The Secretary shall maintain minutes of the proceedings of the meetings and circulate such minutes to all members of the Committee and to the Board members.