

1 Doc International Berhad

Registration No. 202301046813 (1540727-V)

Terms of Reference of the Nomination Committee

Date Adopted by Board : [to be determined]
Effective Date : [to be determined]

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1. OBJECTIVES

- 1.1 The primary function of the Nomination Committee (“the **Committee**”) established by the Board of Directors (“**Board**”) is to assist the Board in fulfilling their responsibilities in overseeing the selection and assessment of the performance of the Directors and Senior Management of the Company and its subsidiaries (“**Group**”) on an on-going basis, having regard to the following principles:-
- (a) ensure the Board is effective with an appropriate mix of skills, knowledge and experience to discharge its responsibilities and duties in meeting the Company’s mission, vision, culture and values;
 - (b) ensure an appropriate framework and succession plan in place to achieve diverse talent pipeline for the Board and senior management;
 - (c) ensure the appointment of Board members and senior management are based on objective criteria such as diversity in skills, experience, expertise, professionalism, integrity, age, gender and background; and
 - (d) ensure the composition of the Board is refreshed periodically, taking into account the length of service of the Board as a whole so that it is effective and able to operate in the best interests of shareholders.
- 1.2 For the purposes of this terms of reference, Senior Management includes the Chief Executive Officer, Chief Financial Officer and any other C-Suite Officers.

2. COMPOSITION OF THE COMMITTEE

- 2.1 Members of the Committee shall be appointed by the Board amongst its Directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors. In this respect, the Board adopts the definition of “Independent Directors” under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 2.2 The Chairman of the Board must not be a member of the Committee.
- 2.3 No Alternate Director shall be appointed as a member of the Committee.
- 2.4 The terms of office, the effectiveness and performance of the Committee and each of its members shall be reviewed by the Committee itself annually to determine whether the Committee and its members have carried out their duties in accordance with this Terms of Reference.
- 2.5 Where the members of the Committee for any reason are reduced to less than three (3), the Board shall base on the recommendation of the Committee, within three (3) months from the occurrence of the event, appointing such number of new members as may be required to make up the minimum number of three (3) members.

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3. CHAIRMAN

- 3.1 The Chairman of the Committee shall be an Independent Non-Executive Director or a Senior Independent Director.
- 3.2 If the Chairman of the Committee is not present within fifteen (15) minutes of the time appointed for holding the Committee's meeting or is unable/unwilling to chair the meeting, the members of the Committee present shall elect one (1) of them, of whom is an Independent Non-Executive Director, to be the Chairman of the meeting.

4. SECRETARY

- 4.1 The Company Secretary or his/her nominee or such other persons authorised by the Board shall be the Secretary of the Committee.
- 4.2 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda, notice and other supporting explanatory documentation in relation to the meeting. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, at least five (5) business days before the date of the meeting, except in the case of an emergency, where reasonable notice of every Committee meeting shall be given in writing or obtain a waiver of notice period from the members of the Committee. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time or such other period as the members may agree.
- 4.3 The notice of every meeting shall be given in writing and served to the Committee members either personally or by fax, e-mail, post or courier to his/her address in the Register of Directors or to the address provided by the Committee members, as the case may be.

5. QUORUM AND MEETING PROCEDURES

- 5.1 The Committee shall meet at least once a year or as and when the Committee deems necessary to fulfil its responsibilities.
- 5.2 The quorum for the meeting shall be two (2) members, whereby majority of the members present must be Independent Non-Executive Directors. No business shall be transacted unless a quorum is present either in person or by telephone, television, video conferencing or any other audio and/or visual device which permits instantaneous communication.
- 5.3 If any member is unable to be physically present, he/she may choose to participate by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.

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- 5.4 A Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enables all Committee members as a whole to participate for the entire duration of the virtual meeting, provided the following conditions are met:-
- (a) all the Committee members for the time being entitled to receive notice of the Committee meeting shall be entitled to receive notice of a virtual meeting. Notice of any such meeting shall be given by an appropriate form of technology (or in such other manner) as may be permitted by the Constitution of the Company; and
 - (b) a Committee member may not leave a virtual meeting by disconnecting from the technology used unless he/she has previously expressly notified the Chairman of the meeting of his/her intention to leave the meeting and a Committee member shall be conclusively presumed to have been present and have always formed part of the quorum during such a meeting until such notified time of his/her leaving the meeting.
- 5.5 The main venue of the meeting shall be the place where the Chairman of the meeting is present.
- 5.6 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes, with each member of the Committee having one (1) vote. In the event of an equality of votes, the Chairman has the casting vote. The Chairman shall not have a casting vote when only two (2) members (one of whom is the Chairman) form a quorum or when only two (2) members are competent to vote on the question at issue.
- 5.7 A determination by a simple majority of the members of the Committee shall for all purposes be deemed a determination of the members of the Committee.
- 5.8 Any member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting must declare his/her interest in the matters and shall abstain from deliberating and voting on the said matter.
- 5.9 The Committee may, as and when deemed necessary, invite any Board members or any member of management or any employee of the Company, who the Committee thinks fit, to attend the meetings to assist and provide pertinent information as necessary.

6. KEEPING AND INSPECTION OF MINUTES

- 6.1 The Secretary holds the responsibility of maintaining records, preparing, and distributing the minutes of the Committee meetings to the members of the Committee and other members of the Board, and ensuring that the minutes are properly kept and produced for inspection as needed.
- 6.2 Minutes of each meeting, including virtual meetings shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 6.3 The books containing the minutes of meetings shall be kept by the Company at the Registered Office or a place determined by the Board pursuant to the Companies Act 2016 and shall be open for inspection by any Committee member or Board member.

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6.4 The minutes of each Committee meeting shall be distributed to the Board members for notation.

7. WRITTEN RESOLUTIONS

7.1 A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

7.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which include a signature of the said Committee member.

8. REPORTING

8.1 The Committee, through its Chairman, shall report all matters that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

9. POWER AND AUTHORITY

9.1 The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:-

- (a) have the resources which are required to perform its duties;
- (b) have full and unrestricted access to all information and documents which are required to perform its duties;
- (c) be able to obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary; and
- (d) have access to advice and services of the Company Secretary.

10. DUTIES AND RESPONSIBILITIES

10.1 The duties and responsibilities of the Committee are, amongst others, as follows:-

- (a) Establish an appropriate (fit and proper) selection criteria and processes, recruitment process and to recommend to the Board, candidates for all directorships of the Company and members of the relevant Board Committees.

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- (b) Review and recommend on an annual basis to the Board for approval, the appropriate size, composition, mix of skills and experience, diversity (including gender diversity) and other qualities of the Board and Board Committees to facilitate effective decision-making after taking into consideration the scope and nature of the operations of the Group.
- (c) Identify, consider and recommend to the Board suitable candidates for appointment of Directors. The Committee does not solely rely on recommendations from existing Board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall take into consideration of the Directors' Fit and Proper Policy:-
 - (i) assess the candidates' expertise, skills, knowledge, experience, professionalism, commitment, contribution, performance, integrity, competence, character and number of directorships in companies outside the Group;
 - (ii) consider board diversity including age, gender and ethnicity;
 - (iii) in the case of candidates for the position of Independent Non-Executive Directors, evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors; and
 - (iv) in the case of candidates filling seats in respect of the Board Committees, to ensure the candidate is financially literate (where necessary) and possesses a wide range of necessary skills to discharge his/her duties.
- (d) If the selection of candidates was solely based on recommendations made by existing Board, management or major shareholders, the Committee should explain why other sources were not used.
- (e) Review and assess the independence of Independent Directors on an annual basis and the Directors meet the identified independence criteria and are not disqualified under the relevant regulations.
- (f) Where there is an Independent Non-Executive Director whose term will exceed/has exceeded the nine (9) years tenure, the Committee shall justify the recommendation to retain the Independent Non-Executive Director after the ninth (9th) year to the Board for consideration to seek shareholders' approval through a two-tier voting process. This shall be disclosed in the annual report and in any notice of a general meeting for the appointment and/or reappointment of Independent Directors.
- (g) To review the tenure of office of an Independent Non-Executive Director must not be more than a cumulative period of twelve (12) years from the date of his/her first appointment as an Independent Non-Executive Director.

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- (h) Review the tenure of each director and ensure that the annual re-election of a director is based satisfactory evaluation of the director's performance and contribution to the Board and to consider and recommend to the Board concerning the re-election/re-appointment of Director to the Board pursuant to the provisions in the Directors' fit & proper policy.
- (i) Recommend to the Board the re-election of Directors who retired by rotation pursuant to the Company's Constitution and the relevant sections of the Companies Act 2016.
- (j) Integrate Environmental, Social and Governance ("**ESG**") considerations into nomination processes such as training criteria and ESG experience in order to recruit directors that will bring ESG expertise to the Board.
- (k) Deliberate on matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of Executive Director as an employee of the Company subject to the provisions of the law and the service contract.
- (l) Assess and recommend to the Board's approval, new and reappointed nominees (where applicable) for directorship, chairmanship and/or membership to the respective Board Committee or any other Committee of the Group as well as the Senior Management.
- (m) Recommend to the Board any appointment, cessation, suspension, dismissal and/or any staff movement including re-designation, re-deployment, transfer or secondment of senior management of the Group.
- (n) Establish and recommend for board's approval a mechanism for formal assessment of the performance of the Board and senior management.
- (o) Assess and review on an annual basis the effectiveness of the Board as a whole, Board Committees and other committee, and the contribution of each individual Director and Chief Executive taking into consideration matters which include, his/her character, competence, experience, gender diversity and commitment. All the assessments and evaluation carried out by the Committee in the discharge of its duties including the application of the Directors' Fit and Proper Policy shall be disclosed in the Annual Report.
- (p) Evaluate and review the performance of the Board and senior management including the performance of the Board and senior management in addressing the company's material sustainability risks and opportunities.
- (q) Develop and continuously review an appropriate framework and oversee the Board and senior management succession plans and overseeing the development of a diverse pipeline for Board and management succession, including the future Chairman, Executive Directors, Chief Executive Officer and/or Chief Financial Officer.
- (r) Establish gender diversity policy for the Board and senior management and to ensure that the Company takes concrete action to achieve the numerical targets as stated in the policy.

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- (s) Facilitate Board induction programme for newly appointed Directors.
- (t) Identify suitable educational and training programmes for continuous development of Directors to ensure the Directors keep abreast with development in the industry, regulatory changes and board business trends.
- (u) Review annually the term of office, effectiveness and performance of the Board Committees and each of its respective members to determine whether the Board Committees, and its respective members have carried out their duties in accordance with their terms of references.
- (v) Review periodically the job descriptions of Executive Directors and senior management.
- (w) Assist the Board to assess and evaluate circumstances where Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same. After deliberation with the Audit Committee, to recommend to the Board on the necessary actions to be taken in the circumstances where there is a conflict of interest. To ensure that the individual candidate standing for election should be transparent and make the necessary declaration of the potential conflict of interest to the Board and shareholders.
- (x) Report summary activities of the Committee for the year which include the application of Fit and Proper Policy and Gender Diversity Policy in compliance with the applicable code on corporate governance, Listing Requirements and any relevant regulations.
- (y) Carry out such other duties or functions as may be delegated by the Board from time to time within the scope of the Committee or required by the regulatory authority.

11. REVIEW OF THE WRITTEN TERMS OF REFERENCE

- 11.1 This written terms of reference shall be reviewed and assessed by the Board, and updated periodically in accordance with the needs of the Company or when changes to the business environment or regulatory requirements necessitates a revision. Any amendments or supplement to this terms of reference must be approved by the Board.
- 11.2 The written terms of reference of the Committee dealing with its authority and duties which must include the selection and assessment of the Directors, and such information shall be made available on the Company's website.

12. APPROVAL

The Terms of Reference was reviewed and approved by the Board of Directors on [to be determined].