

**WELLCALL HOLDINGS BERHAD**  
[Registration No. 200501025213 (707346-W)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**1. PRIMARY PURPOSES**

The primary objective of the Nomination Committee (“**Committee**”) is to establish a documented, formal and transparent procedure to support and advise the Board of Directors (“**Board**”) of the Company in fulfilling their responsibilities in overseeing the selection and also assessment of the performance of the Directors and senior management on an on-going basis.

**2. COMPOSITION AND MEMBERS**

- (a) The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being independent.
- (b) The Committee shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director or Senior Independent Non-Executive Director (if any) but shall not be the Chairman of the Board. The Chairman of the Committee shall report to the Board on any matter that should be brought to the Board’s attention and provide recommendations of the Committee that require the Board’s approval at the Board meeting.
- (c) No Alternate Director shall be appointed as a member of the Committee. The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.
- (d) If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

**3. AUTHORITY**

The Committee shall in accordance with the procedure or process determined by the Board and at the cost of the Company:-

- (a) The Committee is authorised to seek any information it requires from the Management of the Company in order to perform its duties.
- (b) The Committee is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.

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**3. AUTHORITY (Cont'd)**

- (c) The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference.
- (d) The Committee shall be entitled to the services of a Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors or Senior Management, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of the Bursa Malaysia Securities Berhad ("**Listing Requirements**") or other regulatory requirements.
- (e) The Committee shall be entitled to use a variety of approaches and independent sources to ensure that it is able to identify the suitable qualified candidates. This may include sourcing from a Directors' Registry and open advertisements or the use of independent search firms, if so required. The Company is discouraged from appointing an active politician as a director on its Board.
- (f) The Committee may engage an independent expert to conduct the evaluation on effectiveness of the Board, its committees and individual directors, if deemed necessary.
- (g) If the selection of candidates was solely based on recommendations made by the existing Board members, Management or major shareholders, the Committee should explain why these source(s) suffice and other sources were not used.

All the recommendations of the Committee are subject to the approval of the Board of the Company.

**4. DUTIES AND RESPONSIBILITIES**

In fulfilling its primary objectives, the Committee shall undertake, amongst others, the following duties and responsibilities:-

- (a) To establish an appropriate 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;
- (b) When identifying candidate for directorship, aside from recommendation by the existing Board members, management or major shareholders, the Committee shall utilise independent sources or any other sources to identify the suitable qualified candidate;

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**4. DUTIES AND RESPONSIBILITIES (Cont'd)**

- (c) To ensure sufficient diversity and independence in the Board in order to achieve greater depth and breadth in the decision-making process;
- (d) The Chairman of the Nomination Committee shall lead the succession planning and appointment of members of the Board and oversee the development of a diverse pipeline for the Board and management succession, including the future Chairman and the Managing Director;
- (e) To establish the mechanisms for the formal assessment on an annual basis on the effectiveness of the Board as a whole, the effectiveness of each Directors; the effectiveness of the Board of Committees; the performance of the Directors of the Company and the need to bring new skills and perspective to the Board. Performance evaluations of the Board and senior management include a review of the performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities. The annual assessment to be conducted would be based on objective performance criteria, diversity in skills, gender, new skills and perspective to the boardroom as approved by the Board from time to time;
- (f) To utilise the annual evaluation forms duly approved by the Board to assess the effectiveness of the Board, the Board Committees and the contribution and performance of each individual Director and the Chairman. Below is the annual evaluation process:-
  - i. The Chairman of the Nomination Committee shall lead and oversee the annual evaluation which involves Directors completing the annual evaluation forms, covering the Board and Board Committees processes and, the effectiveness and contribution of the Chairman, each of the Directors to the Board and Board Committees.
  - ii. Review the findings and provide recommendations to the Board for further review and proposed actions.
  - iii. Ensure that the deliberations on the findings of the annual evaluation forms are duly recorded at the meetings of the Nomination Committee and the Board.
  - iv. The annual evaluation forms exercise will include the Directors' feedback on areas which affect the performance of the Board which, amongst others, include the following:-
    - Board mix and composition;
    - Board's relationship with the management;

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**4. DUTIES AND RESPONSIBILITIES (*Cont'd*)**

- Quality of information and decision making;
  - Boardroom activities;
  - Board Committees Evaluation; and
  - Forward looking considerations to map the Company's future strategies
- v. To disclose the annual evaluation methodology and results in the Corporate Governance Report of the Company.
- (g) To review on annual basis, the meeting attendance of the Directors at the Board and/or Board Committee(s) Meetings and sufficiency of time commitment of the Directors in discharging their roles and responsibilities in the Company;
- (h) To review on annual basis, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the terms of reference of the Audit Committee;
- (i) To assess the Independent Non-Executive Directors their independence and ability to discharge their responsibilities or functions and exercise of the independent judgement or the ability to act in the best interest of the Company;
- (j) To review on an annual basis, the length of service of each Independent Non-Executive Director. The tenure of each Independent Non-Executive Director shall not exceed a term limit of nine (9) years. For Independent Director whose cumulative tenure has exceeded nine (9) years, to review his independence and if deemed appropriate for continuance in the office, to provide justification to the Board for consideration and seek annual shareholders' approval through a two-tier voting process;
- (k) To review the requirements or criteria to be used in the annual assessment of Directors and senior management from time to time in ensuring the Board is of an effective composition, size, and commitment to adequate discharge its responsibilities and duties;
- (l) To review from time to time the requirements or criteria to be used in the annual review of the diversity and required mix of skills gender diversity and experience and other qualities, including core competencies which Directors and senior management should have;
- (m) To review from time to time the requirements or criteria to be used in the annual assessment as to ascertain the Independent Non-Executive Director is conform to the definition under the Listing Requirements and any other regulations;

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- (n) To recommend to the Board the removal of a Director including the Managing Director and senior management if he is ineffective, errant or negligent in discharging his responsibilities;
- (o) To develop and continually review an appropriate framework and oversee the succession planning for the Chairman, the Board, including the Managing Director, Executive Directors, and senior management;
- (p) To ensure that the composition of the Board is refreshed periodically. To review the tenure of each director and annual re-election of a director should be contingent on 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 Company's Constitution;
- (q) To ensure that orientation and education programmes are provided for new members of the Board and to review on an on-going basis, the training programmes attended by the Directors and to identify or recommend the training needs for the Directors;
- (r) To 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;
- (s) To provide shareholders of the Company the information they require to make an informed decision on the appointment and/or re-appointment of a director. The information should be included in the notes accompanying the notice of the general meeting;
- (t) To act in line with the direction of the Board;
- (u) To report and summarise its activities for the year in compliance with the Malaysian Code on Corporate Governance, Listing Requirements and any relevant regulations. The report can be incorporated into the Corporate Governance Statement in the Annual Report or included as a separate report; and
- (v) To carry out such other functions or assignments as may be delegated by the Board from time to time within the scope of the Nomination Committee.

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**5. MEETINGS OF THE COMMITTEE**

- (a) The Committee shall meet together at least once a year or more frequently as deemed necessary.
- (b) In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.
- (c) Any question arising at any meeting of the Committee shall be decided by a majority of votes, each member of the Committee having one (1) vote and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the members of the Committee.
- (d) The Committee may participate in a meeting of the Committee by means of conference call, video conference or any other means of audio or audio-visual communication via any communication equipment where all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- (e) A resolution in writing signed or approved by facsimile, letter, telegram, telex or telefax or other written electronic communications by a majority of the members of the Committee and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- (f) All such resolutions shall be described "Committee Members' Resolutions in Writing" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by the Secretary in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

**6. QUORUM**

The quorum for a meeting of the Committee shall consist of not less than two (2) members; majority of members present must be Independent Non-Executive Directors.

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**7. NOTICE OF MEETINGS**

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, no later than 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.

**8. SECRETARY AND MINUTES**

- (a) The Company Secretary or other appropriate senior management shall be the Secretary of the Committee.
- (b) The Secretary of the Committee shall be responsible, in conjunction with the Chairman of the Committee, for drawing up the agenda and other supporting explanatory documentation for circulation to the members of the Committee prior to each meeting.
- (c) The Secretary of the Committee will also be responsible for keeping the minutes of the meetings of the Committee, and circulating them to members of the Committee and to other members of the Board.
- (d) The Secretary of the Committee shall ensure that the minutes are properly kept and produced for inspection if required.

**9. DIVERSITY FOR THE BOARD AND SENIOR MANAGEMENT**

The Committee recognises that diversity for the Board and senior management is an essential element contributing to the sustainable development of the Group and shall not discriminate on the basis of ethnicity, age, gender, nationality, political affiliation, religious affiliation, marital status, education background or physical ability. The Board supports the participation of women on the Board and senior management. This includes at least 30% women directors in the Board composition.

In making recommendation of suitable candidates, the Committee shall consider the following:-

- Fit and Proper;
- Qualifications;
- Skills and competence;
- Age;
- Merits

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**9. DIVERSITY FOR THE BOARD AND SENIOR MANAGEMENT (*Cont'd*)**

- Functional knowledge;
- Experience;
- Character;
- Boardroom diversity including gender diversity;
- Cultural background;
- Declaration of interest and potential conflict of interest;
- Integrity and professionalism;
- Time commitment; and
- In the case of candidates for the position of Independent Directors, whether the test of independence under the Listing Requirements is satisfied.

The Company's policy on gender diversity for the Board and senior management shall be disclosed in its annual report.

**10. PUBLISHED AT THE WEBSITE**

The written terms of reference of the Committee dealing with its authority and duties which must include the selection and assessment of directors, and such information must be made available on the Company's website.

**11. REVIEW OF THE TERMS OF REFERENCE**

The Board shall review and assess the relevance of the terms of reference of the Committee periodically or when changes to business environment or regulatory requirements necessitate a revision.

**12. REVISION OF THE TERMS OF REFERENCE**

The provisions of this terms of reference of the Committee can be amended and supplemented from time to time by a resolution of the Board.

**[END]**