

NOMINATING COMMITTEE CHARTER

1. INTRODUCTION

The Nominating Committee is charged with the duty to consider the structure and composition of the board of Keck Seng (Malaysia) Berhad (8157-D) (“*Company*”) and to recommend for the consideration by the board of the Company (“*Board*”) policies and procedures for the Nominating Committee in accordance with the best practices in the Malaysian Code on Corporate Governance.

2. ROLE AND RESPONSIBILITIES OF NOMINATING COMMITTEE

2.1 The responsibilities of the Nominating Committee are as follows:

- (a) To develop and review the criteria to be used in the selection and recruitment process and annual evaluation of the Board, board committees and individual directors.
- (b) To recommend to the Board for its assessment and selection candidates suitable to be the new executive or non-executive directors for the Company Provided Always that prior to such recommendation, the Chairman of the Nominating Committee shall first consult all the existing directors of the Company on the suitability of such potential candidates and reflect such consultation in its recommendation.
- (c) To recommend to the Board for approval candidates to fill vacancies in the relevant board committees.
- (d) To recommend policies and procedures for selection and evaluation of senior management.
- (e) To evaluate the performance and effectiveness of the Board, the board committees and the contribution of each individual director annually, as well as the performance of the Managing Director, Executive Directors and key management personnel in addressing the Company’s material sustainability risks and opportunities.
- (f) To regularly review the structure, size and composition in respect of the mix of skills and experience, independence and diversity (including gender diversity, ethnicity and age) of the Board required to meet the needs of the Group and make recommendations to the Board with regard to any changes.

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- (g) To review the succession plans of the Board and key management personnel of the Company.
 - (h) To recommend to the Board and to facilitate, if necessary, appropriate board induction and education programme for new directors.
 - (i) To review and recommend directors who are retiring or retiring by rotation to be put forward for re-election at the general meetings contingent on satisfactory evaluation of the Directors' tenure, performance, contribution to the Board and the current composition of the Board, and with the application of the Directors' fit and proper policy.
 - (j) To assess and recommend to the Board the independent director's potentiality in the event of retaining such director as an independent director after serving in that capacity for a cumulative term of nine (9) years.
 - (k) To identify the training needs of each Director, review the fulfilment of such training and disclose the details in the Annual Report.
 - (m) To assess the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with its charter.
 - (n) To facilitate achievement of Board diversity and targets, including ensuring the Board comprises at least one (1) woman director.
 - (o) To review the participation of women in senior management to ensure there is healthy talent pipeline.
- 2.2 Before making any recommendation to the Board on candidates for directorship, the Nominating Committee shall take into consideration:
- (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity;
 - (d) competencies;
 - (e) commitment;
 - (f) contribution; and

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- (g) in the case of candidates for the position of “independent director”, the candidates’ ability to discharge such responsibilities/functions as expected from an independent director.

If the selection of candidates was solely based on recommendations made by existing senior management, Director or major shareholder, the Nominating Committee should explain why these source(s) suffice and other sources were not used.

The Nominating Committee may, with the assistance of the Human Resource Department and/or Management to conduct proper due diligence on the candidates such as a search through relevant database, financial check and criminal background check other than the self-declaration from the candidates.

3. AUTHORITY

The Nominating Committee shall, in accordance with the procedure to be determined by the Board and at the expense of the Company, have the authority to obtain independent professional or other advice to assist the Nominating Committee and to invite persons with relevant experience and expertise to attend any of its meetings.

4. COMPOSITION

- 4.1 The Nominating Committee shall comprise exclusively of non-executive directors, a majority of whom must be independent directors. The Nominating Committee shall have not less than three (3) members.
- 4.2 The Chairman of the Nominating Committee shall be the senior independent director or an independent director identified by the Board and shall not be the chairman of the Board.
- 4.3 No alternate director of the Board shall be appointed as a member of the Nominating Committee.
- 4.4 In the event of any vacancy in the Nominating Committee, the vacancy shall be filled within three (3) months from the date of occurrence of that event.

5. MEETINGS

- 5.1 The Nominating Committee will meet as and when the need arises subject to the minimum of one (1) meeting per year.

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- 5.2 The quorum for a meeting shall be two (2) members, and if only two (2) members are present, both must be independent directors. If the number of members present for the meeting is more than two (2), the majority must be independent directors. If the Chairman of the Nominating Committee is absent from a meeting, the members present shall elect one of the members who is independent director to chair that particular meeting.
- 5.3 All Nominating Committee members are expected to attend each meeting in person or through other approved means, such as teleconferencing or video conferencing.
- 5.4 The Nominating Committee may invite any other directors or any employee within the Group to attend its meeting to assist the Nominating Committee in its deliberations.
- 5.5 In the event the Nominating Committee requires matters to be approved by way of a written resolution, a resolution in writing signed or approved by letter or telefax or other electronic means by all members of the Nominating Committee, shall be as valid and effectual as if it had been passed at a meeting of the Nominating Committee duly called and constituted. Any such resolution may be executed in any number of counterparts, each signed by one or more members of the Nominating Committee all of which taken together and when delivered to the company secretary of the Company ("*Company Secretary*") shall constitute one and the same resolution.
- 5.6 The Chairman of the Nominating Committee should attend the Annual General Meeting to answer shareholder's questions on the activities of the Nominating Committee.

6. VOTING

Any matter requiring decision will be decided by a majority of votes of members present.

7. SECRETARIAT DUTIES

- 7.1 The Company Secretary will act as secretary to the Nominating Committee. The Company Secretary will assist the Chairman of the Nominating Committee to develop and distribute agendas, papers and minutes.
- 7.2 All Nominating Committee members shall have direct access to the Company Secretary for advice or to use his/her services on matters relating to the Group.

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8. MINUTES

Minutes must be prepared by the Company Secretary and circulated to the members for confirmation. The minutes of meeting must be approved and signed by the chairman and kept under the custody of the Company Secretary.

9. REPORTING TO BOARD

The Chairman of the Nominating Committee is to report to the Board following each Nominating Committee meeting.

10. REVIEW OF NOMINATING COMMITTEE CHARTER

The Nominating Committee will from time to time review this Charter to ensure that it remains consistent with the Board's objectives and responsibilities and the then prevailing laws and regulations. Any revision or amendment to this Charter shall be presented to the Board for its approval.

This Nominating Committee Charter was last reviewed and approved by the Board on 25 November 2022 and is made available on the Company's website, <https://my.keckseng.com/>.