



**ZANTAT HOLDINGS BERHAD**  
(Registration No. 202101040483 (1440783-X))

**NOMINATING COMMITTEE  
TERMS OF REFERENCE**

## **1.0 Objectives**

The primary function of the Nominating Committee (“**NC**” or the “**Committee**”) of Zantat Holdings Berhad (“**ZHB**” or the “**Company**”) is to assist the Board of Directors (“**Board**”) in overseeing matters related to the nomination of new directors, reviewing regularly the structure, size and composition (including the skills, knowledge, independence, diversity (including gender diversity) and experience) required of the Board, undertaking assessment of the effectiveness of the Board as a whole, the various board committees and performance contribution of each individual director.

## **2.0 Membership**

The NC shall be appointed by the Board from amongst the Directors of the Company and shall consist of at least two (2) members which comprises exclusively of non-executive directors, a majority of whom are independent. In this respect, the criteria for independence of the “independent directors” shall be as defined under the Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”).

## **3.0 Chairman**

The members of the NC shall elect a Chairman from among their number who shall be an independent non-executive Director.

## **4.0 Quorum**

The quorum of the NC Meeting shall consist of two (2) members.

## **5.0 Secretary**

The Company Secretary shall be the Secretary of the NC.

## **6.0 Meetings**

- 6.1 Meeting shall be held at least once a year. Additional meetings may be called at any time at the discretion of the Chairman of the NC. A meeting of the NC shall normally be conducted face-to-face to enable effective discussion; however, meetings may also be conducted via telephone conferencing, video conferencing or other appropriate means as determined by the NC.
- 6.2 The NC may invite any other Directors, management and staff to be in attendance during meetings to assist in its deliberation.
- 6.3 Meetings of the NC shall be governed by the provisions of the Company’s Constitution relating to Board meetings except in so far as the same are not amended in these terms of reference.
- 6.4 Minutes of each NC meeting shall be kept and distributed to all NC members. The minutes of the NC meeting shall be presented at the Board meeting and the Chairman of the NC shall report on each NC meeting to the Board.

- 6.5 The NC may from time to time and if deemed appropriate, consider and approve and/or recommend relevant matters via a Circular Resolution in writing, in lieu of formally convening a meeting. The Circular Resolution shall be as valid and effectual as if it has been passed by a meeting of the NC duly convened. Approval of NC obtained by a NC Circular Resolution must be signed or approved by all NC members.
- 6.6 All resolutions of the NC shall be adopted by a simple majority vote, each member having one vote. In case of equality of votes, the Chairman shall have a second or casting vote.
- 6.7 The NC member is required to abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

## **7.0 Duties and Responsibilities**

### **7.1 Assessment of Board Composition**

- (a) Establish a policy formalising the Group's approach to boardroom diversity (including diversity in gender, nationality, age, culture and socio-economic backgrounds).
- (b) Annually review and recommend to the Board the appropriate size, structure, balance and composition of the Board, required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board to ensure that they are in line with ZHB and the Group's requirements and is in compliance with the Listing Requirements.
- (c) Consider and recommend any policy regarding the period of service of Non-Executive Directors, and the term of office of Board Committee members, including Chairmen of Board Committees.
- (d) Ensure periodic reviews of the term of office, and terms of reference of all Board Committees assisted by the ZHB Secretary.

### **7.2 Appointments**

- (a) Consider and recommend to the Board the selection criteria for new appointment as Directors of ZHB which may include:
  - Required skills, knowledge, expertise and experience;
  - Time commitment, character, professionalism and integrity (probity, financial integrity and personal integrity);
  - Ability to work cohesively with other members of the Board;
  - Specialist knowledge or technical skills in line with the Group's strategy;
  - Diversity in age, gender, skills, experience, cultural background and other factor(s) that will best qualify a nominee to serve on the Board;
  - Number of directorships in companies outside the Group;
  - Ability to discharge such responsibilities/ functions as expected, particularly for independent non-executive Directors.
- (b) Consider and recommend to the Board the composition of the Board which must comprise at least two (2) Directors or one-third (1/3) of the Board, whichever is higher, are Independent Directors
- (c) Consider and recommend suitable persons to be appointed as Directors of ZHB and members of the Board Committees.

- (d) Appointment of Key Management Positions:
- Review and if deemed appropriate, endorse for the Board's approval on the appointment, evaluation, promotion, resignation, disciplinary actions and termination of the key positions of ZHB.

### 7.3 Retirement and Re-election

- (a) Ensure that every Director, including the Executive Directors, shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election.
- (b) Recommend to the Board, re-election of Directors by shareholders. In instances where an Independent Non-Executive Directors is to be retained beyond nine (9) years, the NC shall conduct an assessment of the Independent Non-Executive Director(s) and recommend to the Board whether they shall remain Independent or be re-designated as a Non-Independent Non- Executive Director.

### 7.4 Succession Planning

- (a) The Chairman shall assist the NC in ensuring that an appropriate succession planning framework, talent management and human capital development programme is in place for the position of the Chairman and key positions, and be appraised of the progress of the programme on a regular basis, and at least once a year.
- (b) Oversee succession planning for the Chairman and Directors.

### 7.5 Annual Performance Assessment

- (a) Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board Committee (including its size and composition), as well as the contribution of each individual Director. Results of evaluation shall be properly documented and disclosed in the annual report.
- (b) Consider and recommend to the Board an annual assessment of the Independent Directors of the Company.
- (c) Develop, maintain and review the criteria for evaluating Board and Board Committees' and each individual Director's performance.
- (d) Ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.

### 7.6 Training and Development

- (a) Recommend suitable orientation and training programmes to continuously train and equip existing Directors, where necessary.
- (b) Arrange, with Management, induction programmes for newly appointed Directors to familiarize themselves with the operations, products and services of Zantat Group through briefings by the relevant management teams.

- (c) Ensure a statement is made by the Board in the Annual Report of ZHB, containing a brief description on the type of training attended by Directors during the financial year.

## **8.0 Authority**

- 8.1 The NC is authorised by the Board to act within its terms of reference, to obtain the resources which it requires including but not limited to obtaining advice from expert advisers, both internal and external, and to have full and unrestricted access to information to enable the NC to fulfil its objectives.
- 8.2 Each and every member of the NC shall be vested with such power and authority, specific or general, as may from time to time be decided upon by the Board.
- 8.3 The actual decision as to who shall be nominated should be the responsibility of the Board after considering the recommendations of the NC.

## **9.0 Review of the Terms of Reference**

The NC shall recommend any changes to its terms of reference in such manner as the NC deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are any changes to the code, Listing Requirements or any other regulatory requirements. It shall also be reviewed and updated when there are any changes to the direction or strategies of the Group that may affect the NC's role.