

**EWEIN BERHAD**

Company No: 200601023136 (742890-W)

**NOMINATING COMMITTEE  
TERMS OF REFERENCE****1. Membership**

- 1.1. Members of the Nominating Committee (NC) shall be appointed by the Board of Directors ("Board") of Ewein Berhad ("Ewein").
- 1.2. The NC shall be made up of at least three (3) members, composed exclusively of non-executive directors of which a majority are independent.
- 1.3. The Board shall appoint a non-executive director identified by the Board to the Chairman of the NC. In the absence of the NC Chairman and an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Only members of the NC have the right to attend NC meetings. However, other individuals such as the Chief Executive Officer, the Head of Human Resources, and external advisors may be invited to attend for part or all of any meeting as and when the NC deems appropriate.

**2. Secretary**

- 2.1. The Company Secretary or its nominee shall act as the Secretary of the NC.

**3. Quorum**

- 3.1. The Quorum necessary for the transaction of business shall be two (2).
- 3.2. A Quorum present at a duly convened NC meeting shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the NC.

**4. Meetings**

- 4.1. The NC shall hold meetings as and when the Chairman of the NC requires.

**5. Notice of Meetings**

- 5.1. Meetings shall be summoned by the Secretary of the NC at the request of any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date along with an agenda of items to be discussed shall be forwarded to each member of the NC, any other person required to attend, and all other non-executive directors no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to NC members and to other attendees accordingly.

**6. Minutes of Meetings**

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- 6.1. The Secretary shall minute the proceedings and resolutions of all NC meetings, including the names of those in attendance.
- 6.2. Minutes of NC meetings shall be circulated promptly to all members and, once agreed, to all members of the Board, unless a conflict of interest exists.

**7. Annual General Meeting**

- 7.1. The Chairman of the NC shall attend the Annual General Meeting (AGM) to respond to any questions shareholders have about NC activities.

**8. Duties & Responsibilities**

- 8.1. The NC is authorised by the Board:
  - 8.1.1. To determine the core competencies and skills required of Board members to best serve the business and operations of Ewein and its subsidiaries ("Group") as a whole and the optimal size of the Board to reflect the desired skills and competencies
  - 8.1.2. To review the size of Non-Executive participation and Board balance to determine if additional Board members are required and also to ensure that at least two (2) or one-third (1/3), whichever is higher, of the Board is independent.
  - 8.1.3. To ensure that at least one director on the Board is a woman.
  - 8.1.4. To advise the Board on the appropriate number of Directors that should comprise the Board and that should be a fair reflection of the investments of the minority shareholders in Ewein, and determine whether the current Board representation satisfies this requirement.
  - 8.1.5. To recommend to the Board candidates for all directorships from among the shareholders or the Board.
  - 8.1.6. To consider recommending candidates for directorships, who are within the bounds of practicability, proposed by the Chief Executive Officer/Managing Director or by any other senior executive, Director or shareholder.
  - 8.1.7. To recommend Directors or officers of the Group to fill the seats on Board Committees to the Board.
  - 8.1.8. To undertake an annual review of the required skills, experience, and other qualities expected of a Director, including core competencies the Director

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should bring to the Board in order for the Board to function efficiently and effectively, and to disclose this in the Annual Report.

- 8.1.9. To assist the Board in implementing a procedure for the NC to carry out annually to assess the effectiveness of the Board as a whole, the Committees of the Board, and the contributions and performance of Directors and NC members.
- 8.1.10. To introduce regulations or guidelines, and procedures for the NC to function effectively and fulfil its objectives.
- 8.1.11. To ensure that all Directors receive appropriate training to facilitate the discharge of their duties.
- 8.1.12. To facilitate Board inductions and training programmes for newly appointed directors.
- 8.1.13. To oversee the appointment, management succession planning, and performance evaluation of Key Responsible Persons (other than Directors and Board Committee members).
- 8.1.14. To provide board gender diversity policies, targets, and measures to reach achievement.
- 8.1.15. To ensure the Board carries out the annual assessment of the independence of independent directors.
- 8.1.16. To develop, maintain, and review the criteria used in the recruitment process and annual assessment of Directors.
- 8.1.17. To review the term of office and performance of the Audit Committee and each of its members.
- 8.1.18. To adopt a 9-year-policy for Independent Directors taking into account the need for progressive refreshing of the Board. This practice has been adopted by Bursa Malaysia Securities Berhad and is in accordance with Practice 5.3 of the MCCG:
  - (a) The tenure of an Independent Director does not exceed a term limit of nine (9) years.
  - (b) If the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek annual shareholders' approval through a two-tier voting process.

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- 8.1.19. To adopt a 12-year-policy for Independent Directors where all long-serving Independent Directors of more than twelve (12) years must resign or be re-designated as Non-Independent Directors, and related consequential Listing Requirements amendments.
- 8.1.20. To disclose in the Nominating Committee Statement the application of the Directors' Fit and Proper Policy in the nomination and election of directors during the relevant financial year.

**9. Reporting Responsibilities**

- 9.1. The NC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

**10. Other**

- 10.1. The NC shall, at least once a year, review its own performance, constitution, and Terms of Reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

**11. Authority**

- 11.1. The NC is authorised by the Board to seek any information it requires from any employee of the Ewein in order to perform its duties.
- 11.2. In connection with its duties, the NC is authorised by the Board to obtain, at Ewein's expense, any outside legal or professional advice.

The Nominating Committee Terms of Reference has been adopted by the Board on 24 May 2022.