SUNGEI BAGAN RUBBER COMPANY (MALAYA) BERHAD
Registration No. 195801000191 (3327-U)
(Incorporated In Malaysia)

NOMINATING COMMITTEE
TERMS OF REFERENCE

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1. OBJECTIVES

The Nominating Committee ("NC") is established as a committee of the Board with the primary objective to ensure appropriate Board balance with the required mix of skills, independence, expertise, experience and diversity.

The NC is responsible for assisting the Board in the development and implementation of the policies on nominations and appointments of Directors, NC members and Senior Management in the Company, to achieve long-term sustainability.

The NC will also assist the Board in the conduct of their annual evaluation.

2. SIZE AND COMPOSITION

The NC shall comprise of not less than three (3) members exclusively of Non-Executive Directors with majority of whom shall be Independent Non-Executive Directors.

NC members may relinquish their membership in the committee with prior written notice to the Company Secretary and may continue to serve as Director of the Company.

Where the membership of the NC falls below three (3) due to retirement, resignation or any other reasons, the vacancy must be filled within three (3) months from the event.

3. QUORUM

The quorum for a meeting shall be two (2) members.

4. CHAIRMAN

Members of the NC shall elect a Chairperson among its members who shall be an Independent Non-Executive Director.

In the absence of the Chairperson of the NC, the members present shall elect one (1) of their members, who shall be a Non-Executive Director, to chair the meeting.

5. DUTIES AND RESPONSIBILITIES

I. Board structure, size, composition and diversity

a) Assess and review the size, composition and diversity of the Board and Board Committees of the Company including the required mix of skills, knowledge, experience and other qualities annually, and recommend to the Board.

II. Nomination and selection criteria for Directors and Committee members

a) Review the criteria to be applied for identifying and/or reviewing candidates for the

appointment of Directors and Board Committee members. The NC should consider independent sources in identifying suitably qualified candidates and propose such candidates as new nominees to the Board.

b) Review all nominations and recommend the selection of final candidate(s) to the relevant approving authority for approval/occurrence. In making its recommendations, the NC should consider the candidates': -

i) skills, knowledge, expertise and experience;
ii) professionalism;
iii) age;
iv) gender diversity;
v) integrity; and
vi) in the case of candidates for the position of independent non-executives, the NC should also evaluate the candidates' ability to discharge such responsibilities / functions as expected from independent non-executive directors.

c) To assess the fit and proper criteria for the recruitment or appointment of Directors (including re-election/ re-appointment) based on the following: -

i) the compatibility within the overall composition of the Board to match the profile and activities of the Company;

ii) the willingness to act or continue to act as a Director of the Company after being made aware of his/her responsibilities as a Director;

iii) the willingness to learn about the Company's business activities and its operating environment;

iv) the ability to attend board meetings, either physically or virtually, based on the form of participation required;

v) the multiple directorships of the Director, if any, do not result in a conflict of interest with the Company, or put the Director in a position where commercial sensitive information could be misused against the Company or cause the Director to be unable to provide the required time commitment to the Company;

vi) the Director is not a director or shareholder of an entity in countries that are classified as high risk under the Anti-Money Laundering Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001.

d) Assess and recommend to the Board, the re-election by rotation or re-appointment of Directors in accordance with the Company's Constitution and Bursa Main Market Listing Requirements.

e) Review and consider the tenure of each director and in recommending the annual re-appointment or re-election of Directors, the NC should be satisfied with the evaluation of the directors' performance and contribution to the Board and their fit and proper criteria assessment.

III. Performance evaluation of the Directors and Committee members

a) Review and propose the Board's performance evaluation process and performance criteria for the Board's approval.

b) Carry out an annual assessment of the effectiveness of the Board as a whole and the Board Committees prior to seeking the Board's approval on the Director's re-appointment or termination. All assessments and evaluations carried out by the NC in the discharge of all its functions should be properly documented.

c) Assess annually the independence of Independent Directors.

d) Review the feedback arising from the evaluation of the Board and Board Committees and recommend to the Board the action plan for improvement on areas identified where applicable.

IV. Succession planning for Board and Directors' training

a) Ensure that measures have been put in place for the orderly succession of the Board and Key Senior Management through succession planning.

b) Review the succession plan for the Board and make recommendations to the Board considering all factors including the challenges, opportunities and the skills and expertise required in the future.

c) Ensure that orientation and education programmes are provided for the new Directors.

d) Review the needs of the Directors for their continuing education programmes.

V. Independent Directors and Company Secretaries

a) Review, assess and recommend to the Board, the continuation of terms of office of Independent Directors in compliance with the MCCG.

b) Entitled to the services of the Company Secretaries who must ensure that all appointments are properly made, that all necessary information is obtained from directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arises from the Listing Requirements of Bursa Malaysia or other regulatory requirements.

VI. Statement on the activities of Nominating Committee

Review the statement on the activities of the NC in the discharge of its duties for the financial year required under paragraph 15.08A(3) of the MMLR for disclosure in the Annual Report of the Company.

6. FREQUENCY OF MEETING

The NC shall meet as and when the need arises subject to at least one (1) meeting per year. A member may at any time, and the Secretary shall on the requisition of a member, summon a meeting of the NC.

7. SECRETARY

The Company Secretary shall be the Secretary of the NC. The Secretary is responsible for sending out notices and preparing and keeping the proper record of minutes of meetings. The minutes of the NC meetings shall be properly produced and kept in the registered office of the Company.

8. NOTICE AND AGENDA OF MEETING

Meetings may be scheduled by the NC or the Chairperson. The meeting agenda shall be the responsibility of the Chairperson with input from the NC members. The Chairperson may ask the Management to participate in this process.

The notice and agenda of meeting shall be circulated within reasonable time before each meeting to the NC members and all those who are required to attend the meeting. Written materials including information requested by the NC from the Management or external consultants shall be received together with the agenda of the meeting.

9. ATTENDANCE BY INVITATION

The NC may invite any other directors or employees within the Company to attend any of its meetings to assist the NC in its deliberations.

The NC is also authorised to obtain external professional advice and if required, to invite outsiders with relevant experience and expertise to attend the meeting to assist the NC in its deliberations.

10. DECISION

The decision that gained the majority votes shall be the decision of the NC. Each member is entitled to one (1) vote. In the event of equality of votes, the Chairperson of the NC shall have a second or casting vote (except where only two (2) directors were present for the meeting).

11. RESOLUTION IN WRITING

The NC may deal with matters by way of circular resolutions in lieu of convening a formal meeting, if necessary. A resolution in writing signed and approved by majority of the NC and who are sufficient to form a quorum shall be as valid and effective as if it has been passed at a meeting of the NC duly called and constituted.

Any such resolution may consist of several documents like form, each signed by one or more members. The expressions “in writing” or “signed” include approvals by legible confirmed transmissions by facsimile or other forms of electronic communications.

12. MINUTES OF MEETING

The Minutes shall be signed by the Chairperson of the Meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes shall be circulated to all NC members.

13. MEETING VIA TELECOMMUNICATION DEVICE

(1) A member shall be deemed to be present at a meeting of the NC if he participates by instantaneous telecommunication device and all members of the NC are able to hear each other and to be heard, and for this purpose, participation constitutes prima facie proof of recognition. For the purposes of recording attendance, the Chairperson or Secretary of the NC shall mark on the attendance sheet that the member was present and participating by instantaneous telecommunication device.

(2) A member may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting. A member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the NC meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairperson of the meeting to leave the meeting.

(3) If a member is accidentally disconnected from the instantaneous telecommunication device and causes the absence of the required quorum of the meeting, no decisions should be in respect of matters by members during the disconnection and if the instantaneous telecommunication device cannot be re-connected at all, the meeting shall then be adjourned.

(4) Minutes of the proceedings at an NC meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairperson of the meeting.

14. REPORTING TO THE BOARD

(1) The NC, through its Chairperson, shall report to the Board at the next Board of Directors' Meeting after each NC meeting.

(2) The minutes of each NC meeting shall be tabled to the Board for notation.

(3) The NC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.

(4) The NC shall also prepare a report on the effectiveness of the Board as a whole and the individual performance of each Director.

15. INFORMATION FOR DISCLOSURE IN THE ANNUAL REPORT

The NC shall prepare a statement of activities of the NC in the discharge of its duties for the financial year to assist the Board in making a disclosure in the Annual Report in accordance with the Bursa Listing Requirements.

16. REVIEW OF THE TERMS OF REFERENCE

The NC Terms of Reference, as proposed by the NC, shall first be presented to the Board for approval. Upon the Board's approval, the said revision or amendment shall form part of the Terms of Reference and the NC Terms of Reference shall be considered duly revised or amended. The NC Terms of Reference shall be reviewed as and when necessary. A copy of the NC Terms of Reference is uploaded onto the Company's website.

The Board shall review the terms of office and performance of the NC and each of its members annually to determine whether the NC members have carried out their duties in accordance with these Terms of Reference.

This revised NC Terms of Reference was approved by the Board on 26 August 2026.