



REGISTRATION NO.: 199401005913 (291592-U)

**TERMS OF REFERENCE FOR
NOMINATION COMMITTEE**

As at 20 October 2022

TA WIN HOLDINGS BERHAD REGISTRATION NO.: 199401005913 (291592-U)	20 OCTOBER 2022
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REVISION HISTORY LOG

Version No.	Section	Details of Amendments	Date of Approval by the Board
1	All	Document published	23 February 2021
2	4 and 5	Updated the requirements and marginal notes as per revised of MCCG and MMLR of Bursa Malaysia.	20 October 2022

GLOSSARY

Term	Description
"NC" or "Committee"	Nomination Committee
"Board"	The Company's Board of Directors
"Bursa Malaysia"	Bursa Malaysia Securities Berhad
"Company" or "Ta Win"	Ta Win Holdings Berhad
"MMLR"	Main Market Listing Requirements of Bursa Malaysia Securities Berhad
"MCCG"	Malaysian Code on Corporate Governance
"Secretary"	Company Secretary

1. APPLICABLE LAWS/ REGULATIONS/ GUIDELINES

Including but not limited to:-

- (a) Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- (b) Capital Markets and Services Act 2007 of Securities Commission;
- (c) Companies Act, 2016;
- (d) Revised Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia; and
- (e) the provisions of the Constitution of Ta Win Holdings Berhad.

2. OBJECTIVES/ PRINCIPLES

The objectives/ principles of the NC shall be:-

- (a) conduct regular review of the structure, size and composition (including the skills, independence, diversity, knowledge and experience) of the Board of Ta Win and make recommendations of any proposed changes to the Board, consistent with all legal and regulatory requirements including, but not limited to, the MMLR and MCCG;
- (b) identify candidates suitably qualified to become Board members and make recommendations to the Board of such individuals for appointment by taking into considerations the competencies, commitment, contribution and performance of such potential candidates. The ultimate decision as to who shall be nominated shall be the responsibility of the full board after considering the recommendations of this Committee; and
- (c) to assist the Board in their responsibilities in overseeing the selection and also assessment of the Directors and Managing Director on an on-going basis.

3. COMPOSITION OF MEMBERS

The Board shall elect the NC members from amongst themselves, composed exclusively of non-executive directors, a majority of whom are independent

MMLR-15.08A(1)

For avoidance of directors' actual and potential conflicts of interest, a member of the Committee shall ensure disclosure to the Board the nature and extent of his interest in a transaction or arrangement of interest and if such transaction or arrangement is being deliberated during a board meeting, he shall be absent from the meeting during such deliberations. An interested director must make disclosure by written notice to all members of the Board and Company Secretary as soon as practicable after being aware of his interest in such transaction or arrangement.

If a member of the Committee resigns, dies, is incapacitated or for any reason ceases to be a member with the result that the number of members is reduced below two (2), the Board shall, within three (3) months appoint such number of new members as may be required to make up the minimum of two (2) members.

Each appointed Committee member shall hold office until the earlier of:-

- (i) such time as the Board determines to terminate his/her appointment; or
- (ii) the Committee member ceasing to be a member of the Board.

Where there is a specific need for information or clarification on any matters, the relevant staff may be invited to attend the specific part(s) of the Committee's meeting(s).

4. THE CHAIRMAN

The Chairman of the NC shall be elected from amongst the NC members and should be an independent director or the Senior Independent Director identified by the Board. The Chairman of the NC shall be approved by the Board.

MCCG-Practice 5.8

In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meeting.

5. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:-

- (a) to assess and recommend to the Board for approval, nominees for directorships and Board committee members taking into consideration the nominees the following criteria of the nominees as well as the composition mix Board and Board Committees:-

MCCG-Practice 5.5

- (i) skills, knowledge, expertise and experience;
- (ii) Age and gender;
- (iii) professionalism and qualification;
- (iv) Cultural background and other core competencies;
- (iii) integrity;
- (iv) potential conflict of interest situations and/or related party interests; and
- (v) in the case of nominees for the position of independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/ functions as expected by the Board.

Directors appointed should be able to devote the required time to serve the Board effectively. The Board should consider the existing board positions held by a director. Any appointment that may cast doubt on the integrity and governance of the Company should be avoided.

- (b) to ensure the Board comprise of one (1) director is a woman.
- (c) to establish the minimum requirements or criteria to be used in the process and annual assessment of Directors.

MMLR-15.02(1)(b)

- (d) to establish the mechanisms for the formal assessment on the effectiveness of the Board as a whole, the contribution of each director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the Directors. The annual assessment to be conducted would be based on objective performance criteria as approved by the Board.
- (e) to establish a policy formalising its approach to boardroom diversity.
- (f) assessing and evaluating, on an annual basis:-
 - (i) the desirability of the overall composition of the Board, considering the structure, and development of excessive number of directorships, to ensure appropriate size, skills and professionalism;
 - (ii) the balance between executive directors, non-executive directors and independent directors are maintained in accordance with the MMLR, MCCG and in consideration of corporate governance best practices;
 - (iii) the required mix of skills and experience and other qualities, including core competencies, which Non-Executive Director, Executive Director and Managing Director should bring to the Board;
 - (iv) the desirable number of independent directors, independence of the Board's and independent directors consistent with all legal and regulatory requirements including, but not limited to, the MMLR and MCCG;
 - (v) each of its directors, chief executive or chief financial officer has the character, experience, integrity, competence and time to effectively discharge his role as a director, chief executive or chief financial officer, as the case may be;
 - (vi) the ability of the Independent Director to discharge such responsibilities or functions as expected from Independent Director;
 - (vii) the effectiveness of the Board as a whole, the Board Committees and for assessing the contribution of each individual Director; and
 - (viii) to determine annually whether a Director is independent as may be defined in the MMLR;
 - (ix) to review the term of office and performance of the Audit Committees and each of their members annually to determine whether such Audit Committee and their members have carried out their duties in accordance with their terms of reference;
- (g) to oversee the appointment, management succession planning and performance evaluation of the Board, the Board Committees and Senior Management and to report their performance and areas of improvement to the Board at the end of each fiscal year;

*MMLR-15.08A(2)
& 2.20A*

MMLR-15.20

- (i) to recommend to the Board the removal of Directors or Managing Director or Senior Management if he/she is ineffective, errant and/or negligent in discharging his/her responsibilities;
- (j) shall be entitled to the services of a Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors or Managing Director, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the MMLR of Bursa Malaysia or other regulatory requirements.
- (k) to consider and examine such other matters as the NC considers appropriate or delegated by the Board of the Company from time to time.
- (l) to provide, in its annual report, a statement about the activities of the NC in the discharge of its duties for the financial year. Such statement must include the application of the Company's fit and proper policy in the nomination and election of its directors. *MMLR-15.08A(3)*
- (m) to ensure that the tenure of each director should be reviewed and annual re-election of a director should be contingent on satisfactory evaluation of the directors' performance and contribution to the Board. *MCCG-Practice 5.1*

6. MEETINGS AND MINUTES OF THE COMMITTEE

- (a) The Committee shall meet not less than once a year and at such other times as the Chairman of the NC considers necessary or appropriate. The Chairman may call for additional meetings at any time at the Chairman's discretion.
- (b) The quorum for the meeting shall consist of two (2) members.
- (c) The Secretary or any person appointed by the NC shall act as Secretary of the NC and shall be responsible, for drawing up the agenda and other supporting explanatory documentation for circulation to the NC prior to each meeting.
- (d) The Secretary shall on the requisition of the members of the NC summon a meeting of the NC except in the case of an emergency, reasonable notice of every NC meeting shall be given in writing.
- (e) The minutes of the RMC meeting shall be tabled to the Board for notation.
- (f) Resolutions, proposals and matters tabled for approvals at the NC meeting shall be decided by a simple majority of the members present. In the event of equality of votes, the Chairman of the Committee shall have a second or casting vote.

- (g) The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee. The Secretary shall be responsible for taking the minutes of meeting, keeping the minutes and to produce the minutes for inspection when necessary.

8. RESOLUTIONS AND PROPOSALS BY CIRCULATION

The Committee is allowed to carry out its resolutions by way of circulation. A resolution in writing signed or approved by letter, electronic mail, telegram, telex or telexfax or other form of electronic communication by a simple majority of the Committee, shall be valid effectual as if it had been passed at a meeting of the Committee duly called and constituted.

All such resolutions shall be described as "Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay and shall be recorded by the Secretary in the minutes book.

9. REPORTING STRUCTURE

The Chairman of the Committee will report formally to the Board on the key aspects of its proceedings after each meeting. The Committee shall not be delegated with decision making powers but shall report its recommendations to the Board for decision.