

ECOSCIENCE INTERNATIONAL BERHAD

(Registration No.: 202001024633 (1380953-M))

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

The principal objective of the Nomination Committee ("**Nomination Committee**") is to assist the Board of Directors ("**Board**") in discharging its statutory duties and responsibilities relating to succession planning and review the effectiveness of the Board and its committees. The purpose of Nomination Committee is to assist the Board in proposing new nominees for the Board while the decision as to who shall be nominated shall be the responsibility of the full Board. The role of the Nomination Committee is to ensure that the Board comprises directors with an appropriate mix of responsibilities, skills and experience, as well as to ensure a proper balance between Executive Directors and Independent Non-Executive Directors.

2. COMPOSITION

- (a) The Nomination Committee shall be appointed by the Board from among the directors of the Company and shall consist of not fewer than three (3) members.
- (b) The Nomination Committee shall consist exclusively of Non-Executive Directors, a majority of whom are Independent Directors.

The definition of "**Independent Directors**" shall have the meaning given in Chapter 1 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**ACE Market Listing Requirements**").

- (c) The Chairperson of the Board shall not be a member of the Nomination Committee.
- (d) The Chairperson of the Nomination Committee shall be elected among the Nomination Committee members and shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director approved by the Board.
- (e) In the event of any vacancy in the Nomination Committee resulting in the number of the Nomination Committee to be reduced below three (3) members, the vacancy shall be filled within three (3) months of that event.

3. AUTHORITY

The Nomination Committee shall, in accordance with the procedures to be determined by the Board and at the cost to be borne by the Group:

- (a) Have adequate resources required to perform its duties;
- (b) Have full and unrestricted access to information, records and documents relevant to its activities;
- (c) Be able to obtain independent professional advice; and
- (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

4. QUORUM

The quorum for the Nomination Committee meeting shall consist of not less than two (2) members, of which majority of members present must be Independent Non-Executive Directors.

5. MEETINGS

- (a) The Nomination Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Nomination Committee's Chairperson.
- (b) In the absence of the Chairperson of the Nomination Committee, the remaining members present shall among themselves elect another member who must be an Independent Non-Executive Director to chair the meeting.
- (c) The Nomination Committee may invite any person to attend the meeting to assist in its deliberation.
- (d) The Company Secretary shall be the Secretary of the Nomination Committee.
- (e) The Company Secretary shall issue and circulate the notice of Nomination Committee meeting confirming the venue, date and time together with the agenda of items to be discussed, to the Nomination Committee members at least five (5) working days or shorter notice where it is unavoidable before the date of the meeting. Supporting papers shall be sent to the Nomination Committee members at the same time.
- (f) The Nomination Committee may participate in a meeting by means of telephone or video conferencing or using any technology. Such participation shall constitute presents in person at such meeting and shall be entitled to vote or be counted in quorum accordingly.
- (g) A member of the Nomination Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.
- (h) The Company Secretary shall be entrusted to record all proceedings and minutes of all meetings of the Nomination Committee.
- (i) The Nomination Committee may pass the resolution by way of written resolution of which it is signed by at least a majority of the Nomination Committee or at a meeting of the Nomination Committee.
- (j) Draft minutes of the meeting shall be distributed to the Nomination Committee members within four (4) weeks after the meeting. The minutes shall be approved by the Nomination Committee at the next meeting and signed by the Chairperson of the meeting at which proceedings were held or by the Chairperson of the next meeting.
- (k) The minutes of Nomination Committee shall be made available at the Registered Office and shall be opened for inspection by any Nomination Committee member or Board member.

6. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Nomination Committee are as follow:

- (a) To identify, nominate and recommend to the Board, suitable candidates to be appointed as directors of the Group after considering the required mix of diversity, including gender, skills, knowledge, experience and other core competencies, expertise, professionalism and integrity which the directors should bring to the Board. Existing board positions (including non-listed companies) held by a director should also be considered;

- (b) To consider in making its recommendations, candidates for directorships proposed by the existing Directors and within the bounds of practicability, by the key senior management, major shareholders, independent search firms and / or other independent sources;
- (c) To recommend to the Board, directors to fill the seats on Board committees;
- (d) To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board;
- (e) To establish and review the terms and conditions of employment of Executive Directors and key senior management including Chief Executive Officer (“**CEO**”), Chief Operating Officer (“**COO**”) and Chief Financial Officer (“**CFO**”) of the Group having regard to their duties and responsibilities;
- (f) To review the succession plans of the Board, the Board committees, Executive Directors and the senior management including CEO, COO and CFO of the Group on an on-going basis, and oversee the development of a diverse pipeline for Board and management succession;
- (g) To assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, Board committees, the contribution of each individual director, key senior management such as CEO, COO and CFO of the Group on an annual basis. The assessment programme shall also include achievement of sustainability targets. All activities carried out by the Nomination Committee in the discharge of its duties shall be disclosed in the annual report;
- (h) To recommend to the Board for the continuation or discontinuation in service of directors as an Executive Directors or Non-Executive Directors;
- (i) To recommend directors who are retiring by rotation to be put forward for re-election;
- (j) To review and assess the independence of Independent Directors annually and determine if the Independent Directors can bring independence and objective judgement for Board deliberations;
- (k) To evaluate and review the composition, term of office and performance (including amongst others, addressing the Group’s material sustainability risks and opportunities) of the Board and each of its members annually to determine whether the Board and Board Committees have carried out their duties in accordance with their Board Charter and terms of reference for re-election;
- (l) To consider and recommend to the Board for approval, the appropriate size of the Board and Board committees to facilitate effective decision making after taking into consideration the scope and nature of the operations of the Group;
- (m) To review the appointment and termination of key senior management of the Group;
- (n) To review, evaluate and determine training programmes and training needs for the Board on a continuous basis which the trainings aid the Board in discharging their duties and ensure that all newly appointed directors undergo appropriate induction programmes and;
- (o) To facilitate achievement of Board diversity and targets;
- (p) To consider and examine such matters as the Nomination Committee considers appropriate; and
- (q) To carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority.

7. REPORTING

The Nomination Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each Nomination Committee meeting. When presenting any recommendations to the Board for approval, the Nomination Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

8. REVIEW OF THE WRITTEN TERMS OF REFERENCE

- (a) Any amendments to these terms of reference are to be approved by the Board. These terms of reference will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Committee's responsibilities.
- (b) The written terms of reference will be made available to public on the Company's website.

The Terms of Reference of the Nomination Committee is adopted on 20 August 2021.