

# SUNVIEW GROUP BERHAD

Registration No.: 202101019497 (1419797-M)

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## TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

### 1. COMPOSITION

The Nomination Committee of Sunview Group Berhad (“Sunview” or “the Company”) (“Committee”) shall be appointed by the Board of Directors from among its members and comprising exclusively of Non-Executive Directors, a majority of whom must be Independent Non-Executive Directors (“Independent Directors”).

The Committee shall elect a Chairman from amongst its members who shall be an Independent Director and the elected Chairman of the Committee shall be approved by the Board.

In the event that the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as Chairman for the meeting.

### 2. MEETINGS

#### i. Meetings

The Committee shall meet at least once a year or more frequently as deemed necessary. The Chairman or any member of the Committee may call for additional meetings at any time at the Chairman’s discretion.

For the Committee’s meetings (except in the case of an emergency), reasonable notice shall be given in writing to all members of the Committee.

Other Board members and senior management may be invited to attend the Committee meetings.

#### ii. Quorum

A minimum of two (2) members to form the quorum.

#### iii. Secretary of the Committee

The Company Secretary shall be the secretary of the Committee.

#### iv. Minutes of the Committee Meeting

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

### 3. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Committee members, for the time being, shall be as valid and effectual as if is signed or approved by letter, facsimile or any electronic means by the Committee members. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile or electronic mail or other communication modes / equipment), each signed by one (1) or more Committee members. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Committee member and sent by him by facsimile or electric mail or other communication modes / equipment shall be deemed to be a document signed by him.

### 4. FUNCTIONS

The functions of the Committee are as follows:-

- i. To consider and recommend to the Board suitable candidates for appointment as Directors of the Company. The Committee may utilise any independent sources to identify a suitably qualified candidate. The Committee shall nominate or appoint a gender-diverse Board. In making a recommendation to the Board on candidates for directorship, the Committee should consider the candidates’:-
  - a. skills, knowledge, expertise and experience;
  - b. professionalism;
  - c. integrity; and
  - d. in the case of candidates for the position of Independent Director, the Committee shall also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from Independent Director.
- ii. To evaluate the required mix of skills, experience, core competencies, diversity (in terms of age, cultural background and gender) of the Board, the Board Committees and the contribution and performance of the individual Directors for the effective and efficient functioning of the Board and the Board Committees.
- iii. To appraise each individual Director and Chairman of the Board including Independent Directors as well as the Managing Director/Chief Executive Officer in terms of his experience, knowledge, credibility and credentials and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of the Company. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.
- iv. To examine the ability of each Director to contribute to the effective decision-making process of the Board and ensure that the Board of the Company is functioning actively, efficiently and effectively in all its decision-making.
- v. To review annually, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such Audit and Risk Management Committee and each of its members have carried out their duties in accordance with their terms of reference.
- vi. To assess the effectiveness of the Board as a whole and the Committees of the Board.

- vii. To review and assess the independence of the Independent Directors of the Company.
- viii. To recommend to the Board concerning the re-election/re-appointment of Directors to the Board pursuant to the Company's Constitution.
- ix. To oversee the development of succession planning of the Board and senior management.
- x. To access to the advice of Company Secretary or other professionals at the Company's expense, if necessary.
- xi. To initiate an investigation and/or to carry out due diligence on the nepotism issue.
- xii. To carry out such other functions or assignments as may be delegated by the Board from time to time.

Each Committee Member should abstain from discussion or voting on the resolutions in respect of the assessment of his performance or re-election as Director of the Company.

## **5. REPORTING RESPONSIBILITIES**

- i. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its terms of reference and/or where action or improvement is needed.
- iii. The Committee shall report to the Board on its activities, based on its Terms of Reference.

## **6. GENERAL MEETINGS**

The Chairman of the Committee should attend the general meetings of the Company to answer any questions relating to the respective Committee's activities.

*This Terms of Reference (Version No.: 1) was reviewed and adopted by the Board of Sunview on 28 December 2021.*