

POLYMER LINK HOLDINGS BERHAD
Registration No. 201301011960 (1041798-A)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

1. MEMBERSHIP

- 1.1 Upon recommendation of the Nominating Committee (“the Committee”), the members of the Committee shall be appointed by the Board of Directors (“Board”) from amongst its Directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors.
- 1.2 The Chairman of the Board must not be a member of the Committee.
- 1.3 Where the members of the Committee for any reason are reduced to less than three (3), the Board shall, based on the recommendation of the Nominating Committee, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

2. CHAIRMAN

- 2.1 The members of the Committee shall elect the Chairman of the Committee, which shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.
- 2.2 In the absence of the Chairman of the Committee, the other members of the Committee shall from amongst themselves elect a Chairman who must be an Independent Non-Executive Director to chair the meeting.
- 2.3 The Chairman of the Committee shall lead the succession planning and appointment of directors, and oversee the development of a diverse pipeline for board and management succession, including the future Chairman, Executive Directors and Group Chief Executive Officer
- 2.4 The Chairman of the Committee shall lead the annual review of board effectiveness, ensuring that the performance of each individual Director and the Chairman of the Board are independently assessed.

3. SECRETARY

The Company Secretary or in his absence, another person authorised by the Chairman of the Committee shall be the Secretary of the Committee.

4. QUORUM AND MEETING PROCEDURES

- 4.1 The Committee shall meet at least once a year to fulfil its responsibilities. The Chairman may request for additional meetings as and when he considers necessary.
- 4.2 Meetings of the Committee may be held at two (2) or more venues within or outside Malaysia using any technology that enables all persons to participate for the entire duration of the meeting. If any member is unable to be physically present, he/she may choose to participate by means of telephone or video conference or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.
- 4.3 The quorum for the meeting shall be two (2) members, who must be Independent Directors.
- 4.4 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the Committee and to other attendees as necessary.
- 4.5 The Committee may, as and when deemed necessary, invite any Board members or any member of management of the Company ("Management") or consultants, who the Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.
- 4.6 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes, where each member shall have one (1) vote. In the event of an equality of votes, the Chairman has the casting vote.
- 4.7 A member of the 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.

5. MINUTES

- 5.1 The Company shall cause minutes of all proceedings of the Committee meeting to be entered in the books for that purpose. Minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 5.2 Minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any Committee member or Board member.
- 5.3 The minutes of each Committee meeting shall be distributed to the Board members for notation.

6. CIRCULAR RESOLUTIONS

- 6.1 A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- 6.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which include a signature of the said Committee member.

7. REPORTING

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

8. AUTHORITY

- 8.1 The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:-
- (a) have the resources which are required to perform its duties;
 - (b) have full and unrestricted access to all information and documents within the Group to perform its duties; and
 - (c) obtain independent professional advice and to secure the attendance of outsiders with relevant experience and expertise to attend its meetings, if necessary.

9. DUTIES AND RESPONSIBILITIES

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

- 9.1 Identify, consider and recommend to the Board suitable candidates for appointment of Directors. The Committee shall not solely rely on recommendations from existing board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall:-
- (a) assess the candidates' skills, expertise, experience, professionalism, commitment, integrity, character and competence;

- (b) conduct the fit and proper assessment based on the criteria as set out in the Fit and Proper Policy;
 - (c) consider board diversity which includes but is not limited to considerations such as age, cultural background and gender diversity in order to ensure its effectiveness in discharging its duties, and having regard to the Malaysian Code on Corporate Governance ("MCCG"); and
 - (d) in the case of candidates for the position of Independent Non-Executive Directors, evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- 9.2 If the selection of candidates was solely based on recommendations made by existing Board, management or major shareholders, the Committee should explain why other sources were not used.
- 9.3 Review and recommend to the Board the re-election of Directors who retired by rotation pursuant to the Company's Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Companies Act 2016, subject to the fit and proper assessment.
- 9.4 To provide shareholders of the Company the information they require to make an informed decision on the appointment and/or re-appointment of a director. The information should be included in the notes accompanying the notice of the general meeting.
- 9.5 To assist the Board to assess and evaluate circumstances where Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same. After deliberation with the Audit Committee, to recommend to the Board on the necessary actions to be taken in the circumstances where there is a conflict of interest. To ensure that the individual candidate standing for election should be transparent and make the necessary declaration of the potential conflict of interest to the Board and shareholders;
- 9.6 Recommend to the Board the appointment of members of the Audit and Risk Management Committee, Nomination Committee, Remuneration Committee or any other committee that may be established by the Board ("Board Committees");
- 9.7 Recommend to the Board the appointment, cessation, suspension, dismissal and/or any staff movement including re-designation, re-deployment, transfer or secondment of senior management of the Group.
- 9.8 Establish and review the performance evaluation criteria and assess annually the effectiveness of the Board as a whole, Board Committees, and the contribution of each individual Director including the Group Managing Director/Chief Executive Office (where applicable) including his/her character, competence, experience, integrity and time commitment. All assessments and evaluation carried out by the Committee in the discharge of its duties shall be disclosed in the Annual Reports.

- 9.9 Review the tenure of each director and ensure that the annual re-election of a director is based on satisfactory evaluation of the director's performance and contribution to the Board, including their declaration of fit and proper.
- 9.10 Evaluate and review performance of the Board and senior management in addressing the Company's material sustainability risks and opportunities.
- 9.11 Review and assess the independence of Independent Directors on an annual basis. Where there is any Independent Director whose term will exceed/has exceeded nine (9) years, an Independent Director may continue to serve on the Board as a non-independent director subject to Committee providing justification for the recommendation to the Board for consideration before seeking annual shareholders' approval through a two-tier voting process in accordance with the Malaysian Code on Corporate Governance.
- 9.12 Review Board and senior management succession plans and overseeing the development of a diverse pipeline for Board and management succession, including the future Chairman, Executive Directors, Group Managing Director/ Chief Executive Office and C-Level team.
- 9.13 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.
- 9.14 Ensure that women directors make up at least 30% of the Board's composition and review the participation of women in senior management to ensure there is healthy talent pipeline.
- 9.15 Facilitate Board induction programme for newly appointed Directors.
- 9.16 Identify suitable educational and training programmes for continuous development of Directors to ensure the Directors keep abreast with development in the industry, regulatory changes and board business trends.
- 9.17 Review and recommend to the Board, the development and implementation of the relevant policies and procedures on nomination-related matters concerning the Group in view of the relevant ACE Market Listing Requirements ("Listing Requirements") and/or regulatory guidelines.
- 9.18 To review on an annual basis, the meeting attendance of the Directors at the Board and/or Board Committee(s) Meetings and sufficiency of time commitment of the Directors in discharging their roles and responsibilities in the Company;
- 9.19 Review annually the term of office, effectiveness and performance of the Committee and each of its members to determine whether the Committee and its members have carried out their duties in accordance with their Terms of Reference.
- 9.20 Consider and examine such matters as the Committee considers appropriate.

9.21 To report summary activities of the Committee for the year which include the application of Fit and Proper Policy in compliance with the MCCG, Listing Requirements and any relevant regulations

9.22 Carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority as may be required under the Listing Requirements or other regulatory requirements.

10. REVIEW OF THE TERMS OF REFERENCE

10.1 Any amendments to the Terms of Reference shall be recommended by the Committee for approval of the Board. The 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.

10.2 This Terms of Reference was reviewed and approved by the Board on 14th of February 2025 and is made available for reference on the Company's website at www.polymerlink.net.

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