

# EMPG GROUP BERHAD

[Registration No. 202201023693 (1469390-M)]  
(Incorporated in Malaysia)

## TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

### 1. OBJECTIVE

The primary objective of the Terms of Reference for the Nomination Committee of EMPG Group Berhad (“**EMPG**” or “**Company**”) is to establish a documented, formal and transparent procedure to support and advise the Board of Directors of the Company (“**Board**”) in fulfilling their responsibilities to shareholders in ensuring the Board are comprised of the right group of people, with an appropriate mix of skills, knowledge, experience and independent elements that fit EMPG and its subsidiaries’ (collectively known as the “**Group**”) objectives and strategic goals.

### 2. COMPOSITION

The Nomination Committee shall comprise of not less than three (3) members appointed by the Board from amongst its Non-Executive Director members only, a majority of whom must be independent and shall not be the Chairman of the Board.

In determining independence, the Board will observe the requirements of Independence as defined under Rule 1.01 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”).

The members of the Nomination Committee shall elect a Chairman from amongst their number who shall be an Independent Non-Executive Director. In the absence of the Chairman of the Nomination Committee (“**Chairman**”), the remaining members present shall elect one of them to chair the meeting.

No alternate director shall be appointed as a member of the Nomination Committee.

The term of office and performance of the Nomination Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties following the terms of reference.

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

### 3. AUTHORITY

- (i) The Nomination Committee is authorised to seek any information required from the management of the Company in order to perform its duties.
- (ii) The Nomination Committee is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.
- (iii) The Nomination Committee is authorised by the Board to obtain, at the Company’s expense, external legal or other professional advice on any matters within its terms of reference.

#### 4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the Nomination Committee shall undertake, amongst others, the following duties and responsibilities: -

- (i) to assist the Board in ensuring that the Board is of an effective composition, mix of skills, independence, diversity, size and commitment to discharge its responsibilities and duties adequately;
- (ii) to ensure appropriate selection criteria and processes and to identify and recommend to the Board, candidates for directorships of the Company and members of the relevant Board committees. In identifying candidates for appointments of directors, the Nomination Committee should not rely solely on the recommendations from existing directors, management or major shareholders and independent sources are utilised to identify suitably qualified candidates;
- (iii) in determining the process for the identification of suitable candidates, the Nomination Committee shall ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated are in accordance with the Company's Directors' Fit and Proper Policy and are based on a prescribed set of objective criteria and merit, including but not limited to the following: -
  - (a) skills, knowledge, expertise, experience, age, cultural background and gender;
  - (b) professionalism;
  - (c) integrity;
  - (d) existing number of directorships held, including on boards of non-listed companies;
  - (e) confirmation of not being undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and
  - (f) in the case of candidates being considered for the position of independent director, such potential candidates should have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the Listing Requirements and be able to bring independent and objective judgment to the Board.

where required, the members of the Nomination Committee would meet up with potential candidates for the position of director to conduct an assessment of their suitability;

*(Note: The Group practices non-discrimination in any form, whether based on age, gender, ethnicity, or religion, throughout the organization, and this includes the selection of directors).*

- (iv) to assist the Board in assessing and evaluating circumstances where a 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 from the Director and thereafter, to inform the Audit and Risk Management Committee of the same. After deliberation with the Audit and Risk Management Committee, to recommend to the Board the appropriate actions to be taken in circumstances where a conflict of interest arises;

- (v) to evaluate the performance and effectiveness of the Board and the relevant Board committees annually;
- (vi) to ensure that every Director, including the Executive Directors, shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election;
- (vii) to recommend to the Board the re-election of Directors by shareholders. In instances where an Independent Non-Executive Director is to be retained beyond nine (9) years, the Nomination Committee shall conduct an assessment of the Independent Non-Executive Director(s) and recommend to the Board whether they shall remain independent or be re-designated as a Non-Independent Non-Executive Director(s);
- (viii) to review the term of office and performance of the Audit and Risk Management Committee and each of its members annually to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference; and
- (ix) to ensure an appropriate framework and succession planning for the Board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer.

#### **5. MEETINGS OF THE NOMINATION COMMITTEE**

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

In the event the Chairman is unable to attend a meeting, a member of the Nomination Committee present shall be nominated to chair the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice of meetings and quorum requirements as provided in this terms of reference, a meeting of the Nomination Committee may be held and conducted by means of a telephone conference or video conference or any other means of audio-visual communications which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

#### **6. QUORUM**

The quorum for a meeting of the Nomination Committee shall be two (2) members. The majority present must be Independent Directors.

#### **7. NOTICE OF MEETINGS**

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and other attendees, as appropriate, at the same time.

**8. SECRETARY AND MINUTES**

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Nomination Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Nomination Committee and ensure that the minutes are properly kept and produced for inspection if required.

The Nomination Committee shall report to the Board and the minutes of each meeting shall be tabled to the Board for notation.

**9. CIRCULAR RESOLUTION**

A resolution in writing signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Nomination Committee members for the time being entitled to receive notice of a meeting of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Nomination Committee.

**10. REVISION OF THE TERMS OF REFERENCE**

The Nomination Committee shall recommend any changes to its terms of reference to the Board for approval in such manner as it deems appropriate. The terms of reference shall be assessed, reviewed and updated annually by the Board.

It should also be reviewed and updated as necessary when there are changes to the direction or strategies of the Group that may affect the role of Nomination Committee.

The Terms of Reference for the Nomination Committee was adopted by the Board on 14 October 2025.