



**Topmix Berhad**

**(Incorporated in Malaysia)**

**Term of Reference of Nominating  
Committee**

TM-CG-P17

Version 1.0

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## 1.0 Objective

The objective of the Nominating Committee (“the Committee”) is to identify and recommend to the Board of Directors (“the Board”) of Topmix Berhad (“the Company”) in fulfilling their responsibilities to shareholders in ensuring Board are comprised of individuals with an optimal mix of qualifications, skills and experience.

## 2.0 Composition

The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, with a majority them being independent.

The Committee shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director.

No alternate director shall be appointed as a member of the Committee. The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the 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 a new member as may be required to make up the minimum number of three (3).

## 3.0 Principles

- The ultimate decision on the appointment of directors to the Board is the responsibility of the Board of Directors after due consideration of the recommendations of the Committee.
- The Board embraces diversity amongst its members and has ensured a good representation of the relevant skills and experience for the discharge of its duties. Its policy towards boardroom diversity is above all, to be non-discriminatory with regards to gender, race or religion, and only considering relevant qualifications, ability and commitment when proposing candidates for shareholders’ approval.
- The Committee shall review the term of office and performance of all the Board Committees and each of its members and recommending to the Board the appointment of members based on a set of quantitative and qualitative performance criteria established by the Board annually.
- The Committee shall take into cognisance in its deliberations the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad and the principles of the Malaysia Code on Corporate Governance 2021, and any other pertinent regulations and laws, as well as revisions which may come into force thereafter.

#### 4.0 Meetings of the Committee

The Committee shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an independent Non-Executive Director.

A quorum shall consist of a majority of the members of the Committee. No business shall be transacted at any meeting unless a quorum is present.

Subject to the notice and quorum requirements as provided in the Term of Reference, meeting of the Committee may be held and conducted through the telephone or any communication equipment 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.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members.

#### 5.0 Authority

The Committee is authorised to be supplied in a timely manner with information in a form and of a quality appropriate to enable it to carry out its duties effectively.

The Committee may also obtain direct access to the advice and the services of the Company Secretary who is responsible for ensuring that the Board's procedures are followed.

#### 6.0 Duties and Responsibilities

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

- a) Assess and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board, taking into consideration candidates'
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for independent directors, ability to discharge the responsibilities and functions expected of Independent Non-Executive Directors;
- b) The Committee shall be responsible for identifying and make recommendation to the Board on new candidates for election/appointment to the Board or to fill board vacancies as and when they arises;

- c) Assess the effectiveness of the Board, the Board Committees, the contribution of each Director and Managing Director on an annual basis. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented;
- d) Review regularly the board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- e) Recommend to the Board, Directors to fill the seats on Board Committees;
- f) 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;
- g) Assist the Board to assess and evaluate circumstances where a Director involvement outside the Company may give rise to a potential conflict of interest with the Company's businesses, upon receiving the declaration of the same from the Director;
- h) Review with the Managing Director, the Executive Directors, their goals and objectives and to assess their performance against these objective;
- i) Establish and implement processes for the conduct of the fit and proper assessment prior to the nomination of any candidate to be appointed as Director or making recommendation for the re-election of an existing Director who is retiring by rotation at the Annual General Meeting;
- j) Recommend to the Board the appointment, cessation, suspension, dismissal and/or any staff movement including re-designation, re-deployment, transfer or secondment of key senior management of the Company;
- k) Establish and oversee the application of the Company's diversity policy for the Board and key senior management;
- l) Assess the independence of the Independent Directors annually, and when any new interest or relationship develops and confirm the conduct of this assessment in the annual report of the Company and in any notice convening a general meeting seeking approval for the appointment and re-appointment of Independent Directors;
- m) Review the fulfilment of directors' training, and disclose details in the annual report as appropriate;
- n) Consider the succession planning for Directors and key senior management, taking into account the challenges and opportunities faced by our Group, and the required skills and expertise that are needed by the Board in future;
- o) Undertake any other duties as may be assigned by the Board of Directors from time to time.

## 7.0 Notice of Meeting

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 committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

## **8.0 Secretary and Minutes**

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

## **9.0 Revision and Updates**

Where necessary, this Terms of Reference will be reviewed and updated to ensure it remains consistent with the Committee's objectives and responsibilities.

The Board adopted this Term of Reference on 26 June 2023.