

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1.0 Constitution

The Nomination Committee ("NC") is established as a committee of the Board of Directors of Tropicana ("the Board"), who authorises the terms of reference of the NC.

2.0 Objectives

The principal objectives of the NC are as follows:-

- 2.1 to assess and recommend suitable candidates for appointment to the Board and Board Committees of the Company on an ongoing basis, with a view to ensure that the Board composition meets the needs, objectives and aspirations of the Company that the recommended candidates can contribute to the existing Board and the Group. Considerations should be given to the competencies, commitment, contribution and performance.
- 2.2 to assist the Board in reviewing on an annual basis the appropriate size and balance of the Board, with the view to ensure that the Board has the appropriate size, mix of skills, knowledge, competencies, experiences, resources and time commitment and other qualities. The NC shall take into account diversity in addressing the Board's composition.

3.0 Composition

The NC shall be appointed by the Board from amongst the Non-Executive Directors and shall consist of not less than three (3) members, a majority of whom being independent. In any event the number of NC falls below 3, the vacancy shall be filled as soon as possible, but shall not be later than 3 months of that vacancy.

4.0 Chairman

The Chairman of the NC shall be the Independent Non-Executive Director ("INED") or a Senior Independent Non-Executive Director ("SINED") identified by the Board. In the absence of the Chairman of the NC, the members may elect from among themselves the Chairman for the meeting.

5.0 Term of Office

6.0 Authority

The NC is authorised by the Board to have full, free and unrestricted access to the relevant records of the Company.

The NC is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.

The NC is also authorised by the Board to obtain, at the Company's expense, outside legal or other professional and/or independent advice on any matters within its terms of reference.

The NC makes no decision on behalf of the Board but makes recommendations to the Board.

7.0 Duties

- 7.1 To assess and recommend to the Board, the appointment of suitable candidates, whether Executive or Non-Executive position to fill the seats on the Board and the Group which should fairly reflect the investments of the Company in its entities.

The NC is to also consider and recommend to the Board the composition of the Board must be at least 2 directors or 1/3 of the board of directors whichever is the higher, are independent directors.

- 7.2 To consider and recommend to the Board, appointment of SINED. In considering the candidate for the position of a SINED, the NC shall access the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
- 7.3 To assess and recommend to the Board, suitable Directors to fill the seats of Board Committees of the Company taking into account the size of the Board and Board Committees, and the skills and experiences of the members.
- 7.4 To recommend to the Board a policy formalising its approach to boardroom diversity, including gender diversity, to recommend the targets to be met and to discuss measures taken to meet those targets. The Company's gender diversity policies and targets and the measures taken to meet those targets are to be disclosed in the annual report.
- 7.5 To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors of the Company.
- 7.6 To facilitate Board induction programme for newly appointed Directors of the Company.
- 7.7 To determine appropriate orientation and training needs for the Directors of the Company, to review the fulfillment of such training, and to disclose a brief description on the type of trainings attended by the Directors during the financial year in the annual report of the Company in accordance with the requirements of the Main Market Listing Requirements of Bursa Malaysia of Securities Berhad ("MMLR")
- 7.8 To annually assess the effectiveness of the Board as a whole, the Board Committees (including its size and composition) and the contribution of each individual Director of the Company, including his time commitment, character, core competencies, experiences, skills and integrity. The method/approach of the assessment and outcome of the evaluation should be documented and disclosed in the Company's annual report.
- 7.9 To annually assess the effectiveness and performance of the Executive Directors of the Company;
- 7.10 To annually assess the effectiveness and performance of the Senior Management of the Company.
- 7.11 To conduct annually assessment on the independence of the Independent Directors of the Company, and to disclose in the annual report that such assessment has been conducted and in any notice convening a general meeting for the appointment and re-appointment of independent directors.
- 7.12 To conduct assessment on the independence of an Independent Director of the Company in the event of a proposal to retain him as an Independent Director albeit having served a cumulative term of nine years and more in line with the requirements prescribed in the Malaysia Code on Corporate Governance ("MCCG").
- 7.13 Upon completion of the 9 years, the Independent Director continues to serve on the Board may subject to the re-designation as Non Independent Director subject to :-

- (i) assessment by the NC regarding the independent of the ID and to ensure no compromise to familiarity or close relationship with other Board and
 - (ii) subject to shareholders approval through two tier voting process as stipulated in the MCCG.
 - 7.14 An Independent Director, if retain after the 9 years, will be subject to two tier voting process:-
 - (i) Tier 1: only the large shareholders of 33% or more to vote and
 - (ii) Tier 2: shareholders other than the large shareholders' vote
 - 7.15 To consider and recommend to the Board, for appointment, re-election and reappointment of retiring Directors by shareholders at each annual general meeting in line with the requirements as prescribed in the MMLR, MCCG and any other regulatory requirements.
 - 7.16 To recommend to the Board, the removal of Director of the Company if he is ineffective, errant or negligent in discharging his responsibilities.
 - 7.17 To review the terms of office and performance of the Audit Committee ("AC") and each of its members annually to determine whether the AC and its members have carried out the duties in accordance with its TOR.
 - 7.18 To ensure an appropriate framework and plan for the succession of the Board of the Company.
 - 7.19 To ensure that a statement on the activities of the NC in the discharge of its nomination duties for the financial year is included in the Company's annual report.
 - 7.20 To carry out such other responsibilities as may be delegated by the Board from time to time and such other matters as the NC considers appropriate.
- 8.0 Procedures for new nomination and yearly review:-**
- 8.1 The curriculum vitae ("**CV**") and updated CV of all candidates or Directors of the Company should be submitted to the NC and should be kept by the Company Secretary. The CV and updated CV would be used by the NC for annual review.
 - 8.2 For new appointment to the Board, the NC shall consider candidates for directorships proposed by any Director or shareholder of the Company or, within the bounds of practicality, by the Group Deputy Chairman or any other senior executive.
 - 8.3 To include to invite to meet up with NC prior to any appointment.
 - 8.4 In making its recommendations, the NC should make reference to the Fit and Proper Policy and consider the following criteria and factors:-
 - 8.4.1 the candidates' skills, knowledge, expertise and experiences;
 - 8.4.2 the candidates' professionalism;
 - 8.4.3 the candidates' ability to commit;
 - 8.4.4 the candidates' ability to contribute and perform;
 - 8.4.5 the candidates' character, integrity and competence;
 - 8.4.6 the diversity of the Board including gender diversity; and

8.4.7 in the case of candidates for the position of SINED/("INED"), the NC shall also evaluate the candidates' ability to discharge such responsibilities/ functions as expected from the SINED/ INEDs.

8.4.8 Crest rating/CTOS rating

8.5 All assessments and evaluations carried out by the NC in the discharge of all its functions are to be properly documented.

8.6 Only NC to attend the NC meetings. However, Senior Management and external advisers maybe invited to attend for/part of the meeting, as and when appropriate and necessary or if requested, to do so by the terms of any agreement into by the Company.

Other members of the Board and Management may attend for/part of the meeting, as and when appropriate upon the invitation of NC.

9.0 Conflict of Interest

A member of the NC shall excuse himself/herself from the meeting during discussions or deliberations of any matter which give rise to a situation of an actual or perceived conflict of interest for the member concerned. Where this cause insufficient member to make up a quorum, the NC has the right to appoint another Director of the Company, which meets the membership criteria.

10.0 Limited Liability

10.1.1 The deliberations of the Committee do not reduce the individual and collective responsibilities of the Board, with regard to their fiduciary duties and responsibilities, and they must continue to exercise due care, skill and judgment, in accordance with their legal and statutory obligations.

10.1.2 Subject to the provisions and any relevant legislation and codes of best practice, the members of the Committee shall not attract any personal liability arising from their appointment and the Company shall indemnify the Committee members to the extent possible in terms of its approved Directors' and Officers' liability insurance coverage ("DOI").

11.0 Secretary

The Company Secretary of the Company shall be the Secretary of the NC or his/her nominee shall be the Secretary of the NC.

12.0 Meeting Procedures

12.1.1 Frequency and calling

The NC shall meet at least once a year. More meetings may be convened when the need arises. The Chairman is required to call for a meeting of the NC, if requested to do so by any NC members or the Board.

12.1.2 Notice

The notice period convening the meeting of the NC shall be at least seven (7) clear days, which may be waived with the consent of the majority of the NC members.

12.1.3 Quorum

A minimum of 2 independent directors shall form a quorum

12.1.4 Recommendation to the Board

Recommendation to the Board during NC meetings must be supported by a majority of the NC members, who are not interested in the transaction. In the case of an equality of votes, the Chairman of the committee meeting shall have a second or casting vote.

12.1.5 Participation in meetings by conferencing

All or any members of the NC may participate in a meeting of the NC by means of a telephone conference, video conference or any communication technology, which allows all members of the NC participating in the meeting to communicate simultaneously with each other. A member of the NC so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, the meeting shall be deemed held at the registered office of the Company.

12.1.6 Minutes

Minutes are to be kept at the registered office and distributed to each NC and members of the Board. The minutes of the NC meeting shall be signed by the Chairman of the meeting presided or by the Chairman of the next succeeding meeting.

13.0 Written Resolutions in circulation

A resolution in writing signed or approved by letter, telegram, telex, telefax or other written electronic communications by the majority of the NC members, shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted. All such resolutions shall be described as "Nomination Committee's Written Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more NC member(s).

14.0 Review of the Terms of Reference

The NC shall recommend any change to its TOR in such manner as the NC deems appropriate to the Board for approval. The TOR shall be assessed, reviewed and updated where necessary.

15.0 Dissolution

The NC shall be dissolved upon recommendation and decision of the Board in line with new developments and guidelines concerning Corporate Governance practices as issued by relevant regulatory authorities.

Terms of reference wef: Board of Directors' meeting held on 27 November 2012
1st revision wef: Board of Directors' meeting held on 19 February 2016
2nd revision wef: Board of Directors' meeting held on 23 August 2018
3rd revision wef: Board of Directors' meeting held on 7 December 2020
4th revision wef: Directors' Resolution dated 9 February 2021
5th revision wef: Board of Directors' meeting held on 25 August 2022