



Terms of Reference of the Nomination Committee

A. Objectives

The Nomination Committee (“the Committee”) of S & F Capital Berhad (“the Company”) was formed by the Board of Directors of the Company. Its primary function, in line with the Malaysian Code on Corporate Governance, is to assist the Board in the following areas: -

- identifying, considering and recommending suitable persons for appointment as Directors and members of the Board Committees of the Company and/or its subsidiaries (the “Group”) – the actual decision as to who shall be nominated/appointed shall be the responsibility of the full Board after considering the recommendations of the Committee; and
- assessing the effectiveness of Directors and Board Committees of the Group on an ongoing basis.

B. Membership

The members of the Committee shall be appointed by the Board of Directors and shall consist of not less than three (3) members, comprising exclusively of Non-Executive Directors, a majority of whom must be independent.

The members of the Committee shall elect a Chairman among themselves. The Chairman of the Committee shall be an Independent Director or the Senior Independent Director.

C. Procedure of Committee Meetings

1. Frequency of Meetings

The Committee shall meet at least once a year. Additional meetings may be called as and when required.

2. Venue and Participation

The Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enable the Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.



3. Notice

Except in the case of emergency, the notice of the Committee meetings and meeting materials shall be circulated at least five (5) business days before each meeting to members of the Committee. The notice of each meeting shall be served to the members either personally or by fax or e-mail or by post or by courier to his/her address as appearing in the Register of Directors or to the address provided by the Committee member, as the case may be.

4. Quorum

The quorum shall consist of two (2) members, present in person. In the absence of the Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting. If at any meeting, the Chairman of the Committee is not present within fifteen (15) minutes of the time appointed for holding the same, the members of the Committee present shall choose one of their number to be Chairman of such meeting.

5. Attendance

The Committee may extend an invitation to other Board members and Management to attend meetings as it deems necessary.

6. Voting

A resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote (except where 2 members form the quorum).

7. Keeping of Minutes

Minutes of each meeting signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be evidence of the proceedings to which it relates.

8. Custody, production and inspection of such minutes

Minutes of the Committee shall be kept at the Registered Office and shall be opened to the inspection of any Committee member or Board member.



D. Written resolution

A written resolution signed or approved via letter, telex, facsimile and email by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may be contained in a single document or any consist of several documents all in the like form signed by one or more members.

E. Secretary

The Company Secretary of the Company or such substitute as appointed by the Directors or the Committee from time to time shall act as the Secretary of the Committee.

F. Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary in the discharge of its responsibilities.

G. Duties and Responsibilities of the Committee

The Committee shall:

- (i) develop, maintain and review criteria to be used in the recruitment process of new directors;
- (ii) identify, consider and recommend suitable persons for appointment as Directors, relying on sources from existing Board members, Management, major shareholders and other external sources;

In making its recommendation, the Committee shall take into consideration the following:

- the candidate's character, integrity, professionalism, competence and time to effectively discharge his/her role as a Director of the Company;
- whether the candidate is of good repute and possesses the necessary experience for the performance of his/her duties;
- the core competencies the candidate can bring to the Board and the required mix of skills needed by the Board;
- whether the candidate has any conflict of interest with the Company;
- boardroom diversity with due regard for diversity in skills, experience, age, cultural background and gender; and



- any other relevant criteria as may be determined by the Committee from time to time.
- (iii) develop criteria to assess the Independent Directors;
- (iv) assess and recommend to the Board of Directors to fill the seats on board committees;
- (v) consider, in making its recommendations, candidates for directorships proposed by the Managing Director and within the boundaries of practicability, by any senior executive or any Director or any shareholder;
- (vi) assess annually the effectiveness and required mix of skills and experience and other qualities, including core competencies of the Board as a whole, the Board committees and the contribution of each existing Director and thereafter, recommend its findings to the Board;
- (vii) facilitate board induction for newly appointed Directors and assist the Board in identifying suitable training programmes for Directors;
- (viii) review the Board's succession plans as well as senior management level and make appropriate recommendations to the Board;
- (ix) facilitate the achievement of board gender diversity policies, targets and discuss measurements taken to meet those targets;
- (x) review and recommend to the Board whether directors who are retiring by rotation should be put forward for re-election; and
- (xi) consider other matters as may be directed by the Board from time to time.

The Committee shall review its Term of Reference periodically and may recommend to the Board any changes it considers necessary.

This Terms of Reference was last reviewed on 29 August 2022.