



# GLOBETRONICS TECHNOLOGY BERHAD

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Registration No. 199601037932 (410285-W)  
(Incorporated in Malaysia)

## TERMS OF REFERENCE OF NOMINATING COMMITTEE

### TERMS OF REFERENCE OF NOMINATING COMMITTEE (“NC”)

#### 1. Objectives

The primary objectives of NC is to assist the Board of Directors (“Board”) in their responsibilities to oversee the selection and assessment of directors to ensure that the Board has the appropriate composition, diversity and independence, to evaluate potential new candidates to be appointed as director and senior management and to recommend on the re-election and/or retention of directors. NC also undertake to assess the training needs of directors and to perform annual evaluation of effectiveness of the Board, board committees and directors.

#### 2. Composition of members

- The Board shall elect the NC members from amongst themselves, composed exclusively of non-executive directors, a majority of whom must be independent.
- The Chairman of the Board shall not be a member of NC.

- The composition of the Committee must not be less than three (3) members.
- Where the members for any reason are reduced to less than three (3), that Board shall within three (3) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- All members shall hold office only for so long as they serve as directors of the Company.
- The Board shall have power at any time and from time to time to rescind the appointment of any person in the Committee and appoint new members to the Committee as it shall deem fit.
- Alternate director shall not be appointed as a member of the Committee.

### **3. Chairman**

The Chairman of NC, who is an independent director shall be elected from amongst the NC members. The Chairman of the Committee shall be approved by the Board.

### **4. Meetings**

- The NC may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. Additional meetings may be called at any time at the NC Chairman's discretion or if requested by any member of the NC.
- In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the meeting.
- A member of NC may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- Minutes of meeting shall be kept and circulated to each member. The Company Secretary or any Officer appointed by the Committee for this purpose shall act as the Secretary of the Committee.
- The Chairman of NC or any person appointed by the Chairman of NC shall report to the Board on any matter that should be brought to the Board's attention, and provide the recommendations of NC that require the Board's approval.

### **5. Circular Resolution**

A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more directors.

## 6. Quorum

In order to form a quorum, minimum two (2) members must be present.

## 7. Authority

The Committee is authorized by the Board to review, recommend and approve any matters within its Terms of Reference. The Committee shall have:

- the resources which are required to perform its duties including access to the advice and services of the Company Secretary;
- unlimited access to all the information and documents relevant to its activities; and
- the discretion to invite any director or person of the Group or external counsel/adviser to attend NC meetings, provided that the attendance of any such director or person is relevant to the specific meeting.

In discharging its duties, the Committee shall at all times be mindful of the provision of all applicable laws, regulations and guidelines.

## 8. Duties and Responsibilities

The duties and responsibilities of the NC are as follows:-

- Identify, recommend and nominate suitably qualified candidates for the Board in terms of appropriate balance of skills, expertise, attributes and core competencies, taking into consideration the character, experience, integrity, competence and time commitment prior to the appointment;
- Identify suitably qualified candidates to be appointed to the Board utilizing sources such as Board members' network, recommendation of major shareholders and independent sources. The Committee shall provide explanation if the selection of candidates was solely based on recommendations made by existing board members, management or major shareholders.
- Recommend to the Board the nominees to fill the seats on Board Committees;
- Annually assess the effectiveness of the Board as a whole, Board committee and each individual director. All assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented;
- Assess the succession planning for CEO and senior management taking into account the challenges and opportunities facing the Company and the skills and expertise needed in the future;
- Facilitate achievement of Board gender diversity policies and targets;
- Review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any change;

- Review the retirement of directors and the directors who are eligible for re-election, and to assess their eligibility for re-election prior to recommending to the Board;
- Assess the 'independence' of Independent Non-Executive Directors base on the criteria of independence as per Main Market Listing Requirements of Bursa Malaysia and the tenure of independent directors as per MCG 2017;
- Review induction programmes for new members of the Board and continuing professional education programmes for existing Board members;
- Act in line with the directions of the Board; and
- Consider and examine such other matters as the NC considers appropriate.

### **9. Revision of Terms of Reference**

The NC shall review and update the terms of reference periodically taking into consideration the needs of the Group as well as any development in rules and regulations that may have an impact on the discharge of the Committee's duties and responsibilities.

Any revision or amendment to the terms of reference, as proposed by the Committee shall be presented to the Board for its approval.

**Reviewed and Approved by Board on 27<sup>th</sup> July 2021**