

**HWA TAI INDUSTRIES BERHAD**  
197401002656 (19688-V)  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**DEFINITIONS**

- “Hwa Tai” or “Company” : Hwa Tai Industries Berhad
- “Board” : Board of Directors of Hwa Tai
- “Group” : Hwa Tai and its subsidiaries

**1.0 Composition**

The Nomination Committee shall have at least three members, all of whom shall be non-executive directors with the majority being independent directors. The members of the Nomination Committee shall be appointed by the Board. The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board. The members of the Nomination Committee shall elect a Chairman from among their number who ideally shall be an independent director or not the Chairman of the Board. If at the end of the selection process, an independent director is not selected as the Chairman or the Chairman of the Board is selected as the Chairman, the Committee shall be satisfied that there are objective reasons to support its decision.

**2.0 Authority**

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other Directors, members of management, counsels, consultants as applicable, to participate in Committee meetings, as necessary, to carry out the Committee’s responsibilities. The Committee may delegate to the Executive Directors to determine the recruitment and annual evaluation of senior management of the Group.

### 3.0 Scope

The scope and functions of the Nomination Committee shall include the following:-

- 3.1 To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board;
- 3.2 To review annually and recommend to the Board with regard to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experience, core competencies which Non-Executive Directors should bring to the Board and other qualities to function effectively and efficiently;
- 3.3 To consider, evaluate and propose to the Board any new board appointment, whether of executive or non-executive position. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:-
  - Size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group;
  - Best practices of the Malaysian Code on Corporate Governance Principle A which stipulates independent and diversity (in skills, experience, age, cultural background and gender) elements; and
  - The Company's Directors' Fit & Proper Policy.
- 3.4 To propose to the Board the responsibilities of Non-Executive Directors;
- 3.5 To evaluate and recommend the appointment, promotion, transfer and dismissal of the Managing Director or Chief Executive Officer or Chief Operating Officer and the Executive Directors and their duties;
- 3.6 To establish and implement formal and objective processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each Director;

3.7 To evaluate the following on an annual basis by applying the Company's Directors' Fit & Proper Policy:

- the effectiveness of each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to Directors in respect of their performance;
- the effectiveness of the Committees of the Board; and
- the effectiveness of the Board as a whole.

3.8 To recommend to the Board;

- Whether Directors who are retiring by rotation should be put forward for re-election in accordance the Company's Directors' Fit & Proper Policy and with the best practices of the Malaysian Code on Corporate Governance Principle A; and
- Termination of membership of individual Directors in accordance with policy, for cause or other appropriate reasons.

3.9 To establish appropriate framework and plans for succession at Board level;

3.10 To provide for adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regard to their contribution to the Board and Group;

3.11 To consider other matters as referred to the Committee by the Board.

#### 4.0 Frequency and Attendance

4.1 The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman of the Committee.

4.2 The quorum for the meeting of the Nomination Committee shall be at least two (2) members, of which one should be an independent Director. In the absence of the Chairman of the Committee, the members present shall elect one of their number to chair the meeting.

- 4.3 Matters arising at any meeting shall be decided by a majority vote, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a casting vote. However, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman will not have a casting vote.
- 4.4 The Company Secretary shall be the secretary of the Nomination Committee.
- 4.5 The Committee meeting agendas shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also ask management to participate in this process.
- 4.6 The Notice and agenda for each meeting shall unless otherwise agreed to by the members, be circulated at least five business days before each meeting to the Committee members and all those who are required to attend the meeting.
- 4.7 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 circulated to all Board members.
- 4.8 The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Best Practices of the Malaysian Code on Corporate Governance and Bursa Malaysia Listing Requirements.
- 4.9 The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

These Terms of Reference were reviewed and approved by the Board on 26 August 2025