

NOMINATION COMMITTEE – TERMS OF REFERENCE

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FHB-COR-03	1.0	20 April 2022	20 April 2022
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I. COMPOSITION

The Committee shall be appointed by the Board of Directors of SBH Marine Holdings Bhd. (“**the Company**”) (“**Board**”) amongst the Directors of the Company which fulfils the following requirements:-

- (1) the Committee must be composed of not fewer than three (3) members;
- (2) all the Committee members must be non-executive directors with a majority of them being independent directors; and
- (3) The Chairman of the Committee shall be appointed by the Board.

No alternate director should be appointed as a member of the Committee.

In the event of any vacancy in the Committee, the Board of Directors shall fill the vacancy within three (3) months of such vacancy.

The terms of office and performance of the Committee and each of its members must be reviewed by the Board annually to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

II. MEETINGS

Frequency

Meetings shall be held not less than one (1) time a year, with additional meetings convened as and when necessary.

In the interval between Committee meetings, for exceptional matters requiring urgent decisions, Committee approvals may be sought via circular resolutions to be signed by all members if the Committee, and such resolutions shall be accompanied with sufficient information for an informed decision.

Quorum

Two (2) members shall form a quorum for a meeting of the Committee provided that the majority of members present must be Independent Directors. In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

Any member of the Committee may participate in any meeting of the Committee via telephone conferencing, video conferencing or by means of 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 or be counted in a quorum accordingly.

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Secretary

The Company Secretary shall be the Secretary of the Committee or in his/her absence, another person authorised by the Chairman of the Committee. The Secretary shall be responsible for issuing the agenda with the concurrence of the Chairman and circulating it, accompanying it with explanatory statements and other relevant documents to Committee members prior to each meeting. The Company Secretary is also responsible for keeping the minutes of meetings of the Committee, circulating them to Committee members and to the other members of the Board and for following up on outstanding matters. The Secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary.

Reporting Procedure

The minutes of each meeting shall be circulated by the Company Secretary to the Committee members and to all members of the Board.

Attendance

Other Directors and employees, including the Head of Human Resources, may be invited by the Committee to attend any particular meeting of the Committee.

III. RIGHTS AND AUTHORITY

- (1) The Committee is authorised by the Board of Directors to carry out its duties and responsibilities within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate on any request made by the Committee.
- (2) The Committee is authorised by the Board to obtain legal advice or other independent professional advice if it deems or considers necessary.

IV. FUNCTIONS, DUTIES AND RESPONSIBILITIES

The functions, duties and responsibilities of the Committee are as follows:-

- (a) To determine the criteria for Board membership, including qualities, experience, skills, expertise, education background and qualifications, competencies, integrity, contribution, level of commitment in terms of time and other qualities that will best qualify a candidate to serve on the Board;
- (b) To review annually and recommend to the Board with regard to the structure, size, tenure, directorships, balance and composition of the Board and Committees including the required mix of skills and experience, core competencies which the Directors should bring to the Board and other qualities to function effectively and efficiently;
- (c) To identify, consider, review, evaluate and recommend to the Board any new Board appointment, whether of executive or non-executive position, to fill board vacancies as and when arises. The Committee shall recommend to the Board with regard to the candidate for directorship, based on the following:
 - skills, knowledge, expertise and experience;
 - education background, qualifications and professionalism;

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- competency;
 - integrity and objectivity;
 - in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/function as expected from an independent non-executive director;
 - diversity targets in the boardroom to include diversity in gender, ethnicity and age;
 - level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group; and
 - ability to work together with other members of the Board for the best interest of the Company;
- (d) To recommend to the Board the duties and responsibilities of the Directors, including membership and Chairmanship of the Board Committees;
- (e) To annually review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference;
- (f) To annually evaluate the Board and Board Committees including but not limited to the following:
- The effectiveness of the Board Committees (including its size and composition);
 - The effectiveness of the Board as a whole;
 - Skills and Contributions of each individual Director; and
 - The independence of the Independent Directors, particularly when there is any new interests or relationships surface; and
- All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented and conducted at least once a year either internally or via other independent sources;
- (g) To review the results of the evaluation and recommend to the Board the initiatives/improvements moving forward, to enhance the effectiveness of the Board;
- (h) To determine appropriate trainings for Directors, review the fulfillment of such training and disclose details in the annual report as appropriate, in accordance with Bursa Malaysia's requirements on Continuing Education;
- (i) To consider and recommend to the Board:
- Candidates for re-election of retiring Directors by shareholders under the annual retirement and re-election provisions;
 - Whether the Independent Director(s) should remain independent or be re-designated, after the assessment of Independent Director(s) be conducted and concluded;
 - Matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of the Executive Director as an employee of the company subject to the provisions of the law and his/her service contract; and
 - The re-appointment of any Non-Executive Director at the conclusion of his/her term of office having given due regard to his/her performance and the ability to continue to contribute to the Board in terms of knowledge, skills and experience required;
- (j) To establish appropriate framework and plans for succession at Board level to ensure that the Board is comprised Directors with the skills and experience relevant to the Company's strategic direction and objectives;

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- (k) To establish appropriate framework and plans for succession at Senior Management level including Managing Director and Executive Directors to ensure that the Senior Management is comprised of individuals with the skills and experience relevant to the Company's strategic direction and objectives; and
- (l) To carry out such other functions as may be delegated by the Board from time to time.

V. STRUCTURE AND PROCEDURES

The final decision as to who shall be appointed to the Board shall be the responsibility of the Board after considering the recommendations made by the Committee.

Each member shall not participate in discussions pertaining to his own appointment/re-appointment.

VI. REVIEW AND AMENDMENTS

The Terms of Reference of the Nomination Committee shall be reviewed by the Committee periodically or where necessary to take into consideration the prevailing laws and regulations from time to time. Any amendments to the Terms of Reference of the Nomination Committee shall be subject to the approval by the Board.