

MTAG GROUP BERHAD (1262041-V)
(“MTAG” or “Company”)

NOMINATING COMMITTEE
TERMS OF REFERENCE

I. PURPOSE

The Board of Directors of the Company (“Board”) has established a committee of the Board known as Nominating Committee (“NC” or “Committee”) to assist the Board in discharging the following duties and responsibilities as set out in its Terms of Reference:-

- (i) To effectively discharge of the Board’s responsibility to ensure that composition, size and commitment can adequately discharge its responsibilities and duties;
- (ii) To ensure appropriate selection criteria and processes and to identify and recommend to the Board, candidates for directorships and members of the relevant Board committees;
- (iii) To evaluate the effectiveness of the Board and the relevant Board committees; and
- (iv) To ensure an appropriate framework and succession planning for the Board, including our Managing Director.

II. COMPOSITION

- 1. The Committee shall consist of at least three (3) members all of whom shall be appointed by the Board amongst its Directors. The Committee shall comprise exclusively of Non-Executive Directors, with a majority being Independent Non-Executive Directors.
- 2. The Chairman of the Committee shall be appointed by the Board amongst the Committee members and shall be an Independent Director.
- 3. All members of the Committee, including the Chairman, will hold office only so long as they serve as Directors of the Company. Should any member of the Committee cease to be a Director of the Company, his membership in the Committee will cease forthwith.
- 4. In the event the number of the Committee’s members is reduced to below three (3) due to whatsoever reason, the Board must fill the vacancy within three (3) months from the date of occurrence of event.

III. MEETINGS

1. The NC shall meet at least once a year or as and when circumstances dictate.
2. The Company Secretary or other persons appointed by the Board (if any) shall be the Secretary of the Committee.
3. Two (2) members present at a meeting shall form a quorum.
4. The Chairman of the NC shall chair the Committee's meetings. If he is not present at any meeting within fifteen (15) minutes of the time appointed for holding the same, the members of the NC present shall choose one of their number to be the chairman of the meeting.
5. The minutes of the NC meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
6. A resolution in writing, signed by all members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

VI. REVIEW OF COMMITTEE

1. The Board, based on the NC's recommendation, must review the term of office and performance of NC and each of its members at least once a year to determine whether NC and its members have carried out their duties in accordance with the Terms of Reference, and thereafter, make recommendations to the Board for consideration.
2. The NC shall review its Terms of Reference periodically and may recommend to the Board any changes it considers necessary.

Approved and adopted on 24 October 2018