

SENHENG NEW RETAIL BERHAD
Registration No.: 202101019079 (1419379-T)

Nomination Committee (“Committee”)

Terms of Reference

1. Objectives

The principal objectives of the establishment of the Committee are to assist the Board of Directors of the Company (“Board”) in discharging its statutory duties and responsibilities relating to board succession planning, including recruiting and recommending new appointment of board members to the Board and / or its subsidiary (“Group”) to ensure the effectiveness of the Board as a whole and performance of the Directors on an on-going basis.

2. Composition of the Committee

The Committee shall be appointed by the Board from among its members, comprising of at least three (3) members, all of whom shall be Non-Executive Directors, with a majority of them being Independent Directors.

In the event of any vacancy in the Committee resulting in the number of members is reduced to below three (3), the vacancy must be fulfilled within three (3) months to fulfil the minimum requirement.

The appointment of a committee member terminates when the member ceases to be a Director.

3. Chairman of the Committee

The position of Chairman of the Board and the Committee shall be held by different individuals. The Chairman of the Committee must be an Independent Director or a Senior Independent Director and elected amongst the members of the Committee.

4. Rights of the Committee

The Committee shall have access to adequate resources and authority to discharge its duties and responsibilities, including seeking legal or other professional advice from independent legal advisors, experts or consultants, as it deems appropriate or necessary at the expense of the Company.

The Committee may invite other Directors, members of Management, counsels and etcetera as appropriate, to participate at Committee meetings to assist the Committee to carry out their responsibilities and duties effectively.

5. Functions and Duties of Committee

- i. To review the Committee’s Terms of Reference annually or as and when necessary;
- ii. To review the Board and senior management’s succession plans and make recommendations to the Board on succession planning policy for the senior management;
- iii. To identify and recommend to the Board suitable candidates for appointment as Directors as well as candidates to fill the Audit and Risk Management Committee, Remuneration

SENHENG NEW RETAIL BERHAD
Registration No.: 202101019079 (1419379-T)

Committee and Nomination Committee, after taking into consideration the following attributes of candidates:-

- a) skills, qualifications, knowledge, expertise, experience, professionalism and integrity;
 - b) commitment which includes time commitment;
 - c) in the case of the candidates for the position of independent non-executive directors, the Committee would also evaluate the candidates' ability to discharge such responsibilities as expected from independent non-executive directors; and
 - d) the Board's diversity in terms of age, gender and culture background;
- iv. To review annually the structure, size, balance and composition of the Board to ensure that the Board have the appropriate mix of skills, independence, experience and other qualities including core competencies to function effectively and efficiently;
 - v. To evaluate and appraise the performance of the Board as a whole, the committees of the Board as well as the contribution / performance of each individual director, on an annual basis;
 - vi. To deliberate and recommend any termination / removal of Director of the Company (if necessary) due to appropriate reasons in accordance with the relevant laws and regulations;
 - vii. To facilitate and recommendation suitable orientation, educational and training programmes to ensure Directors receive appropriate continuous training in order to maintain an adequate level of competency to discharge their responsibilities and performance;
 - viii. To consider and examine such other matters as the Committee considers appropriate; and
 - ix. To consider any other matters as delegated by the Board

6. Quorum and Meeting

The quorum necessary for the meeting shall be two and the majority of members present must be independent directors.

The Committee shall meet at least once in a financial year, and additional meetings may be called and convened by the Chairman of the Committee, or at the requisition of other Committee members with the Chairman's discretion, to discuss matters within its terms of reference.

Any committee member who is unable to present physically at a meeting may participate the meeting via video / tele-conferencing. Such member would be deemed to be present at the meeting.

Notice of the Committee meetings shall be circulated to all Committee members at least seven (7) days prior to each Committee meeting. A shorter notice may be circulated to the Committee members provided it is agreed by the Chairman and all members.

SENHENG NEW RETAIL BERHAD
Registration No.: 202101019079 (1419379-T)

In the absence of the Chairman of the Committee, the Committee members who present shall elect a Chairman amongst themselves to chair the meeting.

Attendance of other Directors, management or external parties (i.e. independent legal advisors, experts or consultants) at any particular Committee meeting shall be at the invitation of the Committee.

Majority of votes of the members present at the meeting shall be the decision of the Committee. In the case of equality of votes, the Chairman of the Committee shall have a second or casting vote.

The Company Secretary or his/her representative or other appropriate senior officer shall act as secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.

The Company Secretary or his/her representative or other appropriate senior officer shall also be in attendance at each Committee meeting and responsible for keeping the minutes of meetings of the Committee, and circulating them to committee members and to the other members of the Board of Directors

7. Minutes of the meetings

Minutes of the Committee meeting shall be signed by Chairman of the meeting at which the proceeding were held or by the Chairman of the next succeeding meeting.

Minutes of each Committee meeting shall be tabled to the Board for notation and all the minutes shall be kept at the Registered Office of the Company.

Any resolution in writing signed or copies thereof signed or approved by telefax, electronic mail or any other electronic form by all the Committee members, shall be as valid and effective as if it had 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 all of the Committee members.