



STEEL HAWK BERHAD

Registration No. 202001043293 (1399614-A)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Version No.	2	Effective/ Revision Date	21 February 2025
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Terms of Reference of the Nomination Committee

Document Revision History

Version No.	Effective Date	Section Reference	Summary of Changes
1	08/03/2024	All	Original Document
2	21/02/2025	Definition; 1 & 10	Inserted definition section and enhanced the Committee's duties and responsibilities on the Officers

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DEFINITION

“ARMC”	Means the Audit and Risk Management Committee of the Company.
“Board”	Means the Board of Directors of the Company.
“Board Committees”	Means the committees formed by the Board, including:- (a) ARMC; (b) NC; and (c) Remuneration Committee.
“Chairman”	Means the Chairman of the Committee.
“Committee” or “NC”	Means the Nomination Committee of the Company.
“Company”	Means Steel Hawk Berhad [Registration No. 202001043293 (1399614-A)].
“Director(s)”	Means the Director(s) of the Company.
“Group”	Means the Company and its subsidiary(ies).
“Officer(s)”	Means the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Integrity Officer or any other person(s) primarily responsible for the operations or financial management of the Group, as determined by the Board.

STEEL HAWK BERHAD

Registration No. 202001043293 (1399614-A)

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1. OBJECTIVE

The Committee was formed by the Board of the Company. Its primary function, in line with the Malaysian Code of Corporate Governance, is to assist the Board in the following areas:

- (a) Proposing new nominees for the Board of Directors of the Group - the actual decision as to who shall be nominated shall be the responsibility of the full Board after considering the recommendations of the Committee;
- (b) Assessing the effectiveness of the directors of the Group on an on-going basis;
- (c) Assessing the size and composition of the Board;
- (d) Assessing the proposed candidate(s) to be appointed as the Officer(s) of the Group and recommend his/her appointment to the Board for approval; and
- (e) Reviewing the effectiveness of the Officers of the Group.

2. MEMBERSHIP

2.1 Members of the Committee shall be appointed by the Board amongst its Directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors.

2.2 The Chairman of the Board must not be a member of the Committee.

2.3 Where the members of the Committee for any reason are reduced to less than three (3), the Board shall, based on the recommendation of the Committee, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. CHAIRMAN

3.1 The Chairman shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.

3.2 In the absence of the Chairman of the Committee, the other members of the Committee shall amongst themselves elect a Chairman who must be an Independent Non-Executive Director to chair the meeting.

4. SECRETARY

The Company Secretary shall be the Secretary of the Committee.

5. QUORUM AND MEETING PROCEDURES

5.1 The Committee shall meet at least once a year or as and when the Committee deems necessary to fulfil its responsibilities.

5.2 If any member is unable to be physically present, he/she may choose to participate by means of a conference telephone or any other audio, or audio-visual, communication equipment which allows all persons participating in the meeting to hear and speak with each other and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.

STEEL HAWK BERHAD

Registration No. 202001043293 (1399614-A)

Terms of Reference of the Nomination Committee

- 5.3 The quorum for the meeting shall be two (2) members.
- 5.4 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the Committee.
- 5.5 The Committee may, as and when deemed necessary, invite any Board members or any member of Management or consultants, whom the Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.
- 5.6 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes. In the event of an equality of votes, the Chairman has the casting vote.
- 5.7 A member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.

6. MINUTES

- 6.1 The Company shall cause minutes of all proceedings of the Committee meeting to be entered in books for that purpose. Minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 6.2 Minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any Committee member or Board member.
- 6.3 The minutes of each Committee meeting shall be distributed to the Board members for notation.

7. CIRCULAR RESOLUTION

- 7.1 A resolution in writing signed by a majority of the Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- 7.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which includes a signature of the said Committee member.

8. REPORTING

The Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

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Registration No. 202001043293 (1399614-A)

Terms of Reference of the Nomination Committee

9. AUTHORITY

9.1 The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:-

- (a) have the resources which are required to perform its duties;
- (b) have full and unrestricted access to all information and documents within the Group to perform its duties; and
- (c) obtain external professional advice or other advice and invite persons with the relevant experience to attend its meetings, if necessary.

10. DUTIES AND RESPONSIBILITIES

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

10.1 Assess and review the size, composition, mix of skills and experience, and diversity (including gender diversity) of the Board and Board Committees, and recommend to the Board for approval.

10.2 Identify, consider and recommend to the Board suitable candidates for appointment of Directors. The Committee shall not solely rely on recommendations from existing board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall:-

- (a) assess the candidates' skills, expertise, experience, professionalism, commitment, integrity, character and competence;
- (b) consider board diversity including age and gender diversity; and
- (c) in the case of candidates for the position of Independent Non-Executive Directors, evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.

10.3 If the selection of candidates was solely based on recommendations made by the existing Board, management or major shareholders, the Committee should explain why other sources were not used.

10.4 Recommend to the Board on the appointment of members of each Board Committee.

10.5 Recommend to the Board the appointment, cessation, suspension, dismissal and/or any Officer's movement including re-designation, re-deployment, transfer or secondment.

10.6 Assess annually the effectiveness of the Board as a whole, Board Committees, and the contribution of each individual Director and Officer including his/her character, competence, experience and time commitment. All assessments and evaluations carried out by the Committee in the discharge of its duties shall be disclosed in the annual report.

10.7 Review the tenure of each director and ensure that the annual re-election of a director is subject to the satisfactory evaluation of the director's performance and contribution to the Board.

STEEL HAWK BERHAD

Registration No. 202001043293 (1399614-A)

Terms of Reference of the Nomination Committee

- 10.8 Review and assess the independence of Independent Directors on an annual basis.
- 10.9 Recommend to the Board with reasons on the re-election of Directors who retired by rotation pursuant to the Company's Constitution and re-appointment of Directors who retired pursuant to relevant sections of the Companies Act, 2016.
- 10.10 Ensure all appointments and re-election of directors are evaluated through a transparent process, including meeting the criteria of the Fit and Proper Policy.
- 10.11 Evaluate and review the performance of the Board and the Officers including, taking into consideration the Company's performance in managing material sustainability risks and opportunities.
- 10.12 Review Board and Officers' succession plans and oversee the development of a diverse pipeline for Board and management succession, including the future Chairman of the Board, Executive Directors and Officers.
- 10.13 Facilitate Board induction programme for newly appointed Directors.
- 10.14 Identify suitable educational and training programmes for the continuous development of Directors to ensure the Directors keep abreast with developments in the industry, regulatory changes and board business trends.
- 10.15 Review and recommend to the Board, the development and implementation of the relevant policies and procedures on nomination related matters concerning the Group.
- 10.16 Review annually the term of office, effectiveness and performance of the ARMC and each of its members to determine whether the ARMC and its members have carried out their duties in accordance with their terms of reference.
- 10.17 Consider and examine such matters as the Committee considers appropriate.
- 10.18 Carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority.

11. REVIEW OF THE WRITTEN TERM OF REFERENCE

Any amendments to this term of reference are to be approved by the Board. These terms of reference will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Committee's responsibilities.