



SURIA CAPITAL HOLDINGS BERHAD

Nomination / Appointment Committee
Terms of Reference



Ref No.		Version No.	1.0
Initial Approved Date	24 August 2021	Last Reviewed Date	
TITLE	Nomination / Appointment Committee Terms of Reference		

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This terms of reference shall apply to the Company and its subsidiaries.

DEFINITION

- Board - Board of Directors of Suria Capital Holdings Berhad.
- Committee - Nomination / Appointment Committee.
- Committee chairman - Chairman of Nomination / Appointment Committee.
- Committee member(s) - Member(s) of Nomination / Appointment Committee.
- Company - Suria Capital Holdings Berhad.
- Director - Company Director of Suria Capital Holdings Berhad.
- Executive Director - Group Managing Director or a Director who involves in day to day operation of the Company.
- Group - Suria Capital Holdings Berhad and its subsidiaries.



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1. PURPOSE

1.1 The Committee is established as a board committee of the Company with the following primary objectives:

- (a) To assist the Board in reviewing the appropriate size and balance of the Board in terms of the required mix of expertise, skills, knowledge and experience and other qualities such as core competencies and adequacy of balance between Independent Directors and Non-Independent Directors.
- (b) To identify, evaluate, review and recommend to the Board any proposed new Director for appointment to the Board and Board committees. The Committee shall recommend to the Board with regard to the appointment of directors based on the following:
 - i. Size, composition, mix of skills, experience, competency and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the Board and Company;
 - ii. Diversity targets in the boardroom to include diversity in gender, ethnicity and age; and
 - iii. Independence of the Director in bringing independency and objective judgement to the Board's deliberation.
- (c) To review the effectiveness of the Board as a whole and each of the Board committees.
- (d) To ensure that there is sufficient succession planning in place and human capital development focus in the Company for Non-Executive Directors and Executive Directors.



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2. COMPOSITION AND APPOINTMENT

2.1 The members shall be appointed by the Board amongst their number and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors and a majority of whom shall be Independent Directors.

2.2 No Alternate Director shall be appointed as a member.

2.3 The chairman shall be a Senior Independent Non-Executive Director or an Independent Non-Executive Director appointed by the Board.

The chairman of the Board shall not be a member of the Committee.

2.4 The membership of a member terminates when the member ceases to be a Director or as determined by the Board.

The member may relinquish his/her membership in the Committee with prior written notice to the secretary. In the event of any vacancy arises in the Committee resulting in the number of members falling below three (3), the vacancy shall be filled as soon as possible not later than three (3) months from any arising vacancy.

2.5 The secretary to the Committee shall be the Group Company Secretary or in the absence of the secretary, the Group Company Secretary shall nominate an assistant to undertake the functions of secretary to the Committee.

The Committee may invite other members of the Board, the Management, consultants or external counsel to attend and participate as an invitee to the meeting as when needed and necessary.



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3. AUTHORITY

3.1 The Committee is authorised by the Board to have access to all information pertaining to the Group to enable the Committee discharges its duties and functions effectively.

3.2 The Committee is authorised to seek and obtain, at the Company's expenses, an independent professional advice on any matters within its terms of reference.

The Committee be directly responsible and accountable for determining compensation and oversight of such professional service and shall have the authority to approve such services fees and other retention terms in the event that the Committee retain any such independent professional advisor. Prior to the selection and appointment of such advisor, the Committee shall carry out a due diligence and assessment of such advisor.

3.3 For avoidance of doubt all the authorities herein stated, the authorities should not be usurped, delegated and arrogated in any manner to any person, body or committee.

3.4 The Committee shall provide its recommendations to the Board for consideration and approval.

3.5 The chairman shall be available to answer the shareholders' queries at the general meetings of the Company, if any, on matters related to the Committee's works.



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4. FUNCTIONS AND DUTIES

The main functions and duties of the Committee shall include as follows:

4.1 Board Composition Assessment

- (a) Establish a policy formalising the Group's approach to Boardroom diversity including diversity in gender, nationality, age, culture, socio-economic background, skills, experience and independence.
- (b) Evaluate, review and recommend to the Board the appropriate size of the Board, required mix of skills, experience and other qualities including core competencies which the Non-Executive Directors shall bring to the Board to ensure that they are in line with the Company's requirements.

4.2 Directors Nomination

- (a) To identify, evaluate, review and recommend to the Board the appointment of Directors of the Company after taking into consideration the following:
 - i. Required skills, knowledge, expertise and experience;
 - ii. Time commitment, character, professionalism and integrity;
 - iii. Ability to work cohesively with other Board members;
 - iv. Specialist knowledge or technical skills in line with the Group's strategy;
 - v. Diversity in age, gender and career experience; and
 - vi. Number of directorships in companies outside the Group.
- (b) Disclose in the Company's annual report how candidates for Non-Executive Directors are sourced.



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4.3 Retirement and Re-election

- (a) Except for the Executive Director, ensure that $\frac{1}{3}$ of the Board or if their number is not a multiple of three (3) then the nearest number, shall be subject to retirement once at least three (3) years. A retiring Director shall be eligible for re-election.
- (b) Recommend to the Board, candidates for re-election of Directors by shareholders. The tenure of an Independent Non-Executive Director should not exceed a cumulative term limit of nine (9) years.

4.4 Directors Succession Planning

- (a) The Committee shall ensure that an appropriate succession planning framework, talent management and human capital development programme are in place for the position of the Non-Executive Directors and Executive Directors.

4.5 Board Evaluation Assessment

- (a) Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board committee as well as the contribution of each individual Director. The assessment methodology and evaluation outcome shall be documented and disclosed in the annual report.
- (b) Ensure that appropriate actions are taken based on the results of annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.

4.6 Board Continuous Professional Development

- (a) Recommend suitable induction/orientation and training programmes to continuously train and equip new and existing Directors.



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- (b) Ensure a brief description on the type of training attended and participated by Directors during the financial year is disclosed in the annual report of the Company.

5. MEETINGS

- 5.1 The Committee shall meet at least one (1) time in a calendar year and as and when necessary at any time during the year to fulfil its responsibilities.
- 5.2 The Group Company Secretary shall issue and circulate the notice and agendas to all members and invitee(s) confirming the venue, time and date not later than ten (10) working days before the meeting.

The agendas of the meeting shall be the responsibility of the chairman with consultation from the Group Company Secretary and where necessary, shall include input from the Management or other person deemed appropriate to participate in the meeting.

The Committee papers shall be distributed to all members not later than three (3) working days before the meeting.

6. QUORUM

- 6.1 The quorum for a meeting shall be at least two (2) members present either physically or virtually. In the absence of chairman, the members present during the meeting shall elect a chairman among themselves to chair the meeting.

7. MODE OF MEETING

- 7.1 The meeting shall be conducted physically to enable effective discussion. However, the meeting may also be conducted virtually by way of telephone conversation and video conferencing.



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8. MINUTES OF MEETING

8.1 The minutes shall be distributed to all members and approved by the chairman at the next succeeding meeting.

The minutes shall be duly entered in the books providing all resolutions and proceedings of meetings.

8.2 After each meeting, the chairman shall report and update the Board on the activities undertaken by the Committee at the next Directors' meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as necessary for the Board to make an informed decision.

9. REVIEW OF THE TERMS OF REFERENCE

9.1 The Committee shall recommend any change to its terms of reference in such manner as deemed appropriate to the Board for approval.

9.2 The terms of reference shall be reviewed and updated where necessary i.e. when there are changes to Bursa Malaysia's Main Market Listing Requirements, Malaysian Code on Corporate Governance and any other regulatory requirements.

It shall also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the roles of the Committee.