

SYSTECH BHD
(Company No. 897114-T)

NOMINATION COMMITTEE
TERMS OF REFERENCE

1. COMPOSITION

The Nomination Committee ("**Committee**") shall consist of not less than three (3) members. All the members shall be Non-Executive Directors, the majority of whom must be independent.

2. QUORUM

The quorum for each meeting shall be a majority of members present.

3. CHAIRMAN

The Chairman of the Committee shall be the Senior Independent Non-Executive Director who shall be identified and appointed by the Board of Directors ("**Board**"). In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

4. SECRETARY

The Secretary to the Committee shall be the Company Secretary or his/her representative(s).

5. MEETINGS

- (a) Meetings shall be held at least once a year. A member may at any time and the Secretary shall on the requisition of a member convene a meeting of the Committee.
- (b) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee.
- (c) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.
- (d) Any resolution in writing, if signed or assented to by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Committee.

6. OBJECTIVES

The primary objectives of the Committee is to act as a committee of the full Board to assist in discharging the Board's responsibilities in :

- (a) assessing the ability of the existing Directors to contribute to the effective decision making of the Board;
- (b) identifying, appointing and orientating new Directors;
- (c) identifying the mix skills and experience and other qualities the Board requires in order to function completely and efficiently.

7. RESPONSIBILITIES

The Committee shall have the following responsibilities :

- (a) Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Committee should consider the candidates' skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- (b) To review the terms 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.
- (c) Consider in making its recommendations, candidates for directorship proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
- (d) Recommend to the Board, Directors to fill seats on Board Committees.
- (e) Assess the effectiveness of the Board as a whole.
- (f) Assess the effectiveness of the committees of the Board.
- (g) Assess the contribution of each individual Director.
- (h) Review and recommend to the Board the required mix of skills and experience and other qualities the Board requires in order to function completely and efficiently.
- (i) Assess the performance and contribution of Directors who stand for re-election whether they meet established performance evaluation criteria.
- (j) To develop criteria to assess independence of Directors.
- (k) To review Board's succession plan.
- (l) To facilitate Board induction and training for newly appointed Directors.
- (m) To review training programs for the Board.
- (n) To facilitate achievement of Board gender diversity policies and targets.
