

CSC STEEL HOLDINGS BERHAD

(Registration No: 200401001854 (640357-X))
(Incorporated in Malaysia)

COMPOSITION AND TERMS OF REFERENCE OF NOMINATING COMMITTEE

A. COMPOSITION OF NOMINATING COMMITTEE

Members and Designation (Appointed wef 10/5/2013)

1. Datuk Pang Fee Yoon (Chairman)
(Independent Non-Executive Director)(retired on 02/06/16)
2. Mr. Chong Khim Leong @ Chong Kim Leong (Member)
(Independent Non-Executive Director) (retired on 02/06/16)
3. Brig. Gen. (R) Dato' Mohd Zaaba @ Nik Zaaba Bin Nik Daud (Member)
(retired on 31/12/23)
(Non-Independent Non-Executive Director)
4. Mr. Phong Hon Wai (Chairman)
(Senior Independent Non-Executive Director)(appointed on 7/05/2015)
5. Ms. Lim Lay Ching (Member)
(Independent Non-Executive Director)(appointed on 7/05/2015)
6. Ms. Siti Haliza Md Taib (Member)
(Independent Non-Executive Director)(appointed on 1/02/2024)

B. OBJECTIVE

1. Selection of candidates and assessing of directors on an ongoing basis, including the reappointment and re-election of directors that in line with the Fit and Proper Policy of the Company.
2. Contribute towards ensuring the board composition meets the needs of the Company, including the Diversity Policy.

(amended on 29/5/2024)

C. TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Members

The members of the Committee shall be elected by the Board of Directors from amongst themselves and the Committee shall consist of not less than two (2) members who are exclusively non-executive directors, the majority of whom must be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.

The Board of Directors must review the term of office and performance of the Committee and each of its members at least once every three (3) years to determine whether the Committee and its members have carried out their duties in accordance with the Committee's terms of reference.

2. **Chairman**

The Chairman of the Committee should be the Independent Director or the Senior Independent Director identified by the Board and shall not be the Chairman of the Board.

(amended on 29/5/2024)

3. **Secretary**

The Secretary of the Committee shall be the Company Secretary of the Company.

4. **Notice**

Except in the case of an emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to any member either personally or sending it by facsimile transmission or email transmission or through the post or by courier to such member to his/her registered address as appearing in the Register of Directors, as the case may be.

The notice and agenda shall be distributed to all members about seven (7) days before the meeting.

(amended on 24/2/2022)

5. **Meetings**

The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary.

The Chairman may call for additional meetings at any time at his discretion.

The Secretary shall at the requisition of the members of the Committee summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

The meetings may be conducted by means of telephone conference, video conference or any other form of audio or audio-visual instantaneous communication and the participation in the meeting pursuant to this provision shall constitute presence in person of such meeting.

A resolution in writing signed and approved by a majority of the Committee and who are sufficient to form a quorum shall be as valid and effective as if it had been passed at a Meeting of the Committee duly called and constituted.

6. **Quorum**

The quorum shall be two (2) members at least one of whom is an independent director.

7. **Authority**

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

- (i) Develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.
- (ii) Annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (iii) Assess on an annual basis, the effectiveness of the board as a whole and the contribution of each Board committees as well as each individual director and to ensure that the Board and its respective Board committees have the appropriate balance of expertise and ability.
- (iv) Be entitled to the services of a company secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory requirements.
- (v) Facilitate board induction and training programmes.

8. **Access to Advice**

In furtherance to their duties as members of the Nominating Committee of the Company, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.

9. **Duties and Responsibilities**

The duties and responsibilities of the Committee are as follows,;-

- (i) assessing and recommending to the Board of Directors, list of candidature of persons for selection as directors, appointment of directors to board committees and that women candidates are sought as part of the selection as directors in recruitment process that in line with the Diversity Policy of the Company.

(amended on 29/5/2024)

(The nomination and election process of board members should be disclosed in the annual report. Per the new Paragraph 15.08A of Main Market Listing Requirements as amended on 29/11/2012 and effective date of compliance on 1 June 2013, the listed issuer must provide, in its annual report, a statement about the activities of the nominating committee in the discharge of its duties for the financial year.)

In making its recommendations, the Committee should assess the suitability of candidates and considerations be given to the competencies, commitment, contribution and performance as well as consider the candidates':

- skills, knowledge, expertise and experience;
 - character, integrity, professionalism;
 - competence and time to effectively discharge his role; and
 - in the case of candidates for the position of independent non-executive directors, the Committee should also evaluate the candidates' ability and commitment to discharge such responsibilities/functions as expected from independent non-executive directors.
 - The candidates should not be an active politician.
- (ii) To consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicality, by any other senior executive or any directors or shareholder.

The Board also may utilises independent sources to identify suitably qualified candidates to be nominated as the director. If the selection of candidates was based on recommendations made by personnel within the Company, the Nominating Committee should explain why it is sufficient by using this method.

- (iii) To annually assess the effectiveness of the Board of Directors as a whole, the committees of the Board and the contribution of each individual director taking into account, the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board and thereafter, recommend its findings to the Board.
- (iv) To lead and review of the succession plans of the Board.
- (v) To review the training programmes for the Board.
- (vi) To facilitate board induction and training programmes.
- (vii) To act in line with the directions of the Board of Director.
- (viii) To consider and examine such other matters as the Committee considers appropriate.
- (ix) To review the term of office and performance of the AC and each of its members annually to determine whether their duties have been carried out in accordance with their term of reference.
- (x) To assist the Board for reviewing the effectiveness of the Diversity Policy from time to time, as to ensure that it remains relevant and viable.

(amended on 29/5/2024)

10. Assessment of Directors

The Board has entrusted NC with the responsibility for carrying out the annual Board Effectiveness Evaluation.

The Board's effectiveness is assessed in the areas of composition, administration, accountability and responsibility, conduct and the performance of the Chairman and Group Managing Director (GMD).

The Directors' Self and Peer Assessment is intended to evaluate the mix of skills, experience and other relevant qualities the Directors bring to the Board, and takes into account the individual director's ability to exercise independent judgment at all times and to contribute the effective functioning of the Board. The Self and Peer Assessment process also examines the ability of each Board or Committee member to give material input at meetings and to demonstrate a high level of professionalism and integrity in the decision-making process.

NC also reviews the term of office and performance of the Board Committee and each of its members annually to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

The annual Board Effectiveness Evaluation exercise facilitates the assessment of the level of independence demonstrated by each independent directors in their exercise of judgement and ability to act in the best interest of the Company in decision-making, as well as clarify of thought and objectivity in problem solving during deliberations at Board meetings.

The assessment includes a review of the performance of the Board and in addressing the Group's material sustainability risks and opportunities.

(amended on 29/5/2024)
