

**ARTRONIQ BERHAD**  
**(formerly known as Plastrade Technology Berhad)**

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

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Company No: 200201023414/591077-X

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**ABBREVIATIONS**

AC	-	Audit Committee
ARTRONIQ / the Company	-	Artroniq Berhad
ARTRONIQ Group	-	ARTRONIQ and its subsidiary companies
AMLR	-	ACE Market Listing Requirements
BOD or the Board	-	Board of Directors
Bursa Securities	-	Bursa Malaysia Securities Berhad
ED	-	Executive Director
HRD	-	Human Resource Department
HOD	-	Head of Department
ACP / AC Policy	-	Anti-Corruption Policy
ACSOP	-	Anti-Corruption Standard Operating Procedures
PIC	-	Person-In-Charge
MACC	-	Malaysian Anti-Corruption Commission
MCCG	-	Malaysia Code on Corporate Governance
NC	-	Nomination Committee
RC	-	Remuneration Committee

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**1. COMPOSITION**

- 1.1 The members of the NC shall be appointed by the Board of Directors from among the members of the Board.
- 1.2 Members of the NC shall comprise exclusively of Non-Executive Directors, a majority of whom are to be Independent Directors (as defined in ACE market Listing Requirements) and shall consist of a minimum of no less than three (3) members. The appointment and position of a NC member shall automatically terminate when a director ceases to be a member of the Board of Directors.
- 1.3 The chair of the Nominating Committee shall be the Independent/ Independent Director identified by the Board.
- 1.4 The Company Secretary or such other person as the Nomination Committee may determine shall be the Secretary of the Nomination Committee.
- 1.5 Other directors and employees may attend the Nomination Committee meeting by invitation only.

**2. POWER & AUTHORITY**

The NC has the power and authority to carry out the duties and responsibilities as set in its Terms of Reference and report to the Board with its recommendations.

In carrying out its duties and responsibilities the NC shall have authority to the following:

1. Full and unrestricted access to the Company's resources, records, properties and personnel.
2. Able to engage independent external professional advisers or consultants at the expense of the Group/Company.
3. Able to invite the attendance of relevant individual with relevant experience and expertise to assist the NC.

In discharging its duties, the Committee shall at all times be mindful of the provisions of the ACE Market Listing Requirements of Bursa Securities, the MCGG 2017, Companies Act 2016, Malaysian Anti-Corruption Commission Act 2009 (Act 694) and all applicable laws, regulations and guidelines including any amendments thereto.

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**3. RESPONSIBILITIES**

- 3.1 Oversee the selection and recruitment process and recommend to the Board candidates for all directorships after taking into consideration the following:-
- competencies, commitment, integrity, contribution and track record of identified candidates;
  - Board balance as well as its diversity (including gender diversity);
  - integrity and professionalism; and
  - in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- 3.2 Consider, in making its recommendations, candidates for directorships proposed by any director, senior executive or shareholder.
- 3.3 Recommend to the Board on the directors to fill seats on Board Committee.
- 3.4 Reviewing on an annual basis, that the Board's size, composition and balance is appropriate and in particular the required mix of skills and experience and other qualities, including core competencies that non-executive directors should bring to the Board are present.
- 3.5 Oversee the development, maintenance and review the criteria to be used in the recruitment process and the annual review and assessment on the effectiveness of the Board as a whole, the committees of the Board, and the contributions of each individual director, including assessment on independence of the independent non-executive directors and their tenure in office in line with the recommendations of MCCG 2017.
- 3.6 Assess and make recommendations to the Board on the retention of independent director that has served for more than nine years in the same capacity.
- 3.7 Review and deliberate on the performance of the Board as a whole, the Board Committees and each individual director on annual basis
- 3.8 Review the succession plans for Executive Directors and Senior Management, and make appropriate recommendations to ensure leadership continuity in running the business of the Group
- 3.9 Undertake a training need analysis of directors and senior management and make appropriate recommendation on continuous education programmes.

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**4. MEETING AND PROCEDURES**

- 4.1 The NC Committee shall meet at least once a year with additional meetings convened as and when considered necessary by the NC Chairman. The Committee may establish any additional procedures from time to time to govern the meetings, keeping of minutes and the administration of the NC.
- 4.2 The Secretary of the Committee shall be appointed by the Committee from time to time.
- 4.3 NC meeting agendas shall be determined by the NC Chairman with input from NC members and Senior Management.
- 4.4 Agenda for each meeting is to be circulated at least seven days before each meeting to the NC members and those who are required to attend the NC meeting. Written materials including information requested by the NC should be received together with the agenda for meetings.
- 4.5 The NC may request other directors and key executive to participate in NC meetings as and when necessary.
- 4.6 In the absence of Chairman of the NC, members present shall elect one of the members present to chair the meeting.
- 4.7 The quorum for each meeting shall be two who must be non-executive directors.
- 4.8 In the event of equality of votes, the Chairman of the Committee shall have a casting vote.
- 4.9 The NC shall ensure minutes of meeting are duly recorded in the books on all resolutions and proceedings of the NC meetings. Such minutes shall be signed by the Chairman of the Committee at which the proceedings are held or by the Chairman of the next succeeding meeting, and if so signed, shall be conclusive evidence without any further proof of the facts therein stated. The minutes of the Committee meeting shall be available to the Board members.
- 4.10 The books containing the minutes of proceedings of the NC shall be kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act, 2016, relating to keeping of Minutes of the Board of Directors and any Committee of the Board of Directors.

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- 4.11 All NC members should ensure that the minutes of meetings accurately reflect the deliberations and decisions of the NC, including whether any director abstained from voting or deliberating on a particular matter.
- 4.12 The Committee, through its Chairman, is required report on matter deliberated and concluded to the Board at the next Board meeting, upon the conclusion of each NC meeting.

**- END OF POLICY**