

MUDA HOLDINGS BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

W.E.F. 26.8.2025

A	Members	Mr Wong Choong Yee (CHAIRMAN) (Senior Independent Non-Executive Director) Dato' Tan Tian Meng (Independent Non-Executive Director) Dato' Hazli Bin Ibrahim (Independent Non-Executive Director)
B	Membership	<ol style="list-style-type: none"> 1. The Committee shall have at least two (2) members comprises exclusively of non-executive directors of the Company, a majority of whom shall be independent directors. 2. The Chairman of the Nomination Committee shall be an Independent Director and not the Chairman of the Board.
C	Secretary	The Company Secretary shall act as the Secretary of the Nomination Committee.
D	Quorum	The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers, discretion vested in or exercisable by the Nomination Committee.
E	Meetings	<ol style="list-style-type: none"> 1. The Nomination Committee shall agree each year the dates on which meetings are to be held that year and may meet at such other times as the Chairman of the Nomination Committee may determine. 2. Meetings of the Nomination Committee shall be summoned by the Secretary of the Nomination Committee at the request of any member thereof. 3. The Chief Executive Officer shall attend meetings of the Nomination Committee as required.
F	Minutes of Meeting	<ol style="list-style-type: none"> 1. The Secretary shall minute the proceedings and resolutions of all Nomination Committee meetings. 2. The Minutes of the Nomination Committee meetings shall be circulated to all members of the Board after they have been approved by the Committee unless the Chairman of the Nomination Committee deems it inappropriate to do so because of the nature of any matter discussed at a particular meeting.
G	Duties	<p>The Committee shall:-</p> <ol style="list-style-type: none"> 1. Review regularly the structure, size and composition of the Board and make recommendations to the Board with regards to any changes that it believes are necessary or desirable. 2. Assist the Board in annual review of the required mix of skills and experience and other qualities, including core competencies, encompassing basic awareness, knowledge, and capabilities in relation to sustainability matters, notably climate change, which Non-Executive Directors should bring to the Board. 3. Prepare a description of the role and capabilities required for particular Board appointments having regard to the balance of skills, knowledge, expertise and experience of the Board.

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Duties (Cont'd)	<ol style="list-style-type: none"> 4. Identify and nominate for the approval of the Board suitable candidates to fill vacancies for non-executive positions on the Board as and when they arise. 5. As part of the process for nominating candidates for appointment, obtain details of and review any interests the candidate may have which conflict or may conflict with the interests of the Company. The Nomination Committee shall consider whether despite of any such conflict, there are nevertheless grounds for recommending the candidate for appointment and for the Board to authorize the relevant conflict. The Nomination Committee shall, as part of any proposal to the Board for appointment, make recommendations as to the conditions on which any conflicts should be authorized. 6. Review on an annual basis any Board authorization, and conditions applicable to such authorizations, in respect of interests that conflict with those of the Company. Following such review, the Nomination Committee shall make recommendations as to whether such authorizations should continue to stand and, if it is recommended that they should, the conditions that should apply. 7. Plan for the orderly succession of new directors to the Board by reviewing on a regular basis the Company's senior management resource and the competencies within that resource relative to the Group's requirements and particular key Board and non-Board executive appointments. 8. With the assistance of the Chief Executive and Chairman, identify suitable candidates to fill vacancies for executive positions on the Board and to nominate them for the Board's approval. 9. Recommend to the Board the membership and chairmanship of the Audit and Remuneration Committee. 10. Nominate suitable candidates for the role of senior independent director. 11. Review and make recommendations to the Board on the re-appointment of non-executive directors at the conclusion of their specified terms of office having given due regard to their performance and ability to continue to contribute to the Board. 12. Consider and make recommendations to the Board on matters relating to the continuation in office at any time of any Director including the suspension or termination of services of any executive director as an employee of the Company. 13. Annually carry out the process to assess the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual director, including independent non-executive directors, as well as the Chief Executive Officer and to ensure that all assessments and evaluations carried out by the Committee in the discharge of all its functions is properly documented.
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Duties (Cont'd)	<p>14. Assist the Board in annual assessment of Director's independence and in the assessment process, the Nomination Committee be guided by the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad which stipulates that an independent director is one who:</p> <ul style="list-style-type: none">a. is not, and has not been within the last 3 years, an officer of the Company or any related corporation of the Company (each corporation is referred to as "said Corporation"). For this purpose, "officer" has the meaning given in Section 2 of the Companies Act, 2016 but excludes a director who has served as an independent director in any one or more of the said Corporation for a cumulative period of less than 12 years;b. is not a major shareholder of the said Corporation;c. is not a family member of any executive director, officer, or major shareholder of the said Corporation;d. is not acting as a nominee or representative of any executive director or major shareholder of the said Corporation;e. has not been engaged as an adviser by the said Corporation or is not presently a partner, director (except as an independent director) or major shareholder, as the case may be, of a firm or corporation which provides professional advisory services to the said Corporation;f. has not engaged in any transaction with the said Corporation or is not presently a partner, director or major shareholder, as the case may be, of a firm or corporation (other than subsidiaries of the Company) which has engaged in any transaction with the said Corporation; org. has not served as an independent director in any one or more of the said Corporation for a cumulative period of more than 12 years from the date of his first appointment as an independent director. <p>15. Facilitate board induction and annual training programs for newly appointed directors and for members of the Board respectively.</p> <p>16. Take appropriate steps to consider women candidates for Board membership to achieve the gender diversity policy as may be set by the Board from time to time.</p> <p>17. To review and recommend to the Board, the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.</p>
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