KEIN HING INTERNATIONAL BERHAD
[Registration No. 200301013636 (616056-T)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

1. Composition

The Nominating Committee shall be appointed by the Board of Directors ("the Board") from amongst the Directors of the Company and shall comprise exclusively of non-executive Directors, majority of whom are independent.

The Nominating Committee shall consist of at least three (3) members.

2. Quorum

Two (2) members shall form a quorum for meetings provided that two (2) are independent Directors.

3. Chairman

The members of the Nominating Committee shall elect a Chairman from among their members who shall be an Independent Director or the Senior Independent Director. The Chairman of the Nominating Committee shall not also be the Chairman of the Board. In the absence of the Chairman of the Nominating Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

Recommendations of the Nominating Committee are reported to the Board by the Chairman of the Nominating Committee for the Board's consideration and approval, where appropriate.

The Chair of the Nominating Committee shall:

- lead the succession planning and appointment of board members, including future Chairman, Managing Director/CEO and independent directors; and
- lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.
- lead the review of the term of office and performance of the audit and risk management committee and each of its members annually to determine whether the audit and risk management committee and each member has carried out his/her duties in accordance with the terms of reference.

4. Secretary

The Company Secretary of the Company and/or his assistant shall act as the Secretary of the Nominating Committee who shall be in attendance and shall record the proceeding of the meeting.

5. Meetings and Minutes

a) The Nominating Committee shall meet at least once a year or at such other times as the Chairman of the Nominating Committee deems necessary.

b) Minutes of meeting shall be recorded and kept.

c) Question arising shall be decided by a majority of votes. 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 (2) members are competent to vote on the question at issue, shall not have a casting vote.

6. Scope of Responsibilities

a) To review regularly the Board structure, size and composition and ensure that appointments to the Board are based on objective criteria, merit and with due regard for diversity in skills, experience, time commitment, age, cultural background and gender (including meeting Bursa Securities' Listing Requirements of at least one woman director on the Board by 1 June 2023).

b) To establish and review, as and when necessary, a suitable process to identify, recommend and nominate suitably qualified candidates to refresh the composition of the Board of Directors. Where the candidates are identified for appointment as Directors based solely on the recommendations of existing Board members, Management or major shareholders, the Nominating Committee should explain why these sources suffice and other independent sources were not utilized.

c) To review and ensure that all Directors who are subject to appointment as new Directors or re-election or re-appointment as Directors of the Company comply with the Fit and Proper Criteria established in the Company's Fit and Proper Policy approved by the Board of Directors on 24 June 2022. Any appointment that may create doubt on the integrity and governance of the Company shall be avoided.

d) To review the tenure of each Director and the annual re-election of Directors contingent on satisfactory evaluation of the Director's performance and contribution to the Board.

e) To ensure that the Board meet the Main Market Listing Requirements ("MMLR") of at least two or one-third of the Board of Directors comprise independent directors or meet the Code on Corporate Governance 2021 Practice's recommendation of at least half of the Board comprises independent directors.

f) To ensure that where the tenure of an independent director exceeds nine (9) years, the independent director is either re-designated as non-independent director or if retained as independent director, in which case, the Nominating Committee should provide justification and seek annual shareholders' approval through a two-tier voting process for such an independent director.

g) To ensure where the tenure of an independent director exceeds twelve (12) years, he must immediately resign or retire as independent director in accordance with the MMLR.

h) To review and ensure the disclosure of the following in the Company's Annual Report:
   (i) Gender Diversity Policy
   (ii) A statement about the activities of the nominating committee in the discharge of its duties for the financial year.

i) To undertake assessment, evaluation and develop improvement based on the review and evaluation of the Board, the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director.

j) To determine annually whether or not a Director is Executive, Non-Executive or Independent.

k) To evaluate the performance of each member of the Audit and Risk Management Committee and the Audit and Risk Management Committee as a whole annually.

l) To review the succession plan for the Directors and Senior Management.

7. Reporting Procedures

a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Nominating Committee.

b) The Nominating Committee shall report to the full Board for its consideration of the candidate for directorship based on whether the candidate comply with the Fit & Proper Criteria of the Company and on skills, knowledge, competence, expertise, experience, time commitment, professionalism, integrity and diversity in skills, experience, age, cultural, background and gender.

8. LOCATION

The Terms of Reference of the Nominating Committee can be accessed at the Company's website at www.keinhing.com.

(Date of review: 25 June 2026)