



# Success Transformer Corporation Berhad (636939-W)

## **Term of Reference of the Nominating Committee**

### 1. Objective

The objective of the Nomination Committee ("**Committee**") of Success Transformer Corporation Berhad ("**STC**" or "**Company**") is to identify and recommend to the Board of Directors ("the Board") the suitable nominees for appointment to the Board and Board Committees.

### 2. Composition

The Committee shall be appointed by the Board, composed exclusively of Non-Executive Directors, a majority of whom are independent.

The Committee shall comprise no fewer than 3 Board members.

The members of the Committee shall elect a Chairman from among their number.

The Committee shall be chaired by an Independent Director or the Senior Independent Director.

In the event that a member of the Committee vacates office resulting in the total number to reduce to below 3, the Board shall , within 3 months of that event appoint a new member to make up the minimum number of 3 members immediately.

### 3. Meetings

The Committee shall meet at least once a year and such additional meetings as may be required for the Committee to fulfil its duties. In addition, the Chairman may call a meeting if a request is made by the Committee member.

At all meetings of the Committee, the Chairman of the Committee shall preside. The Chairman may appoint an individual other than the Company Secretary to record the proceedings of all meetings and administration of the affairs of the Committee.

A quorum shall consist of a majority of the members of the Committee. No business shall be transacted at any meeting unless a quorum is present.

#### 4. Authority

The Committee is authorised to be supplied in a timely manner with information in a form and of a quality appropriate to enable it to carry out its duties effectively.

The Committee may also obtain direct access to the advice and the services of the Company Secretary who is responsible for ensuring that the Board's procedures are followed.

The actual decision as to who should be nominated should be the responsibility of the full Board after considering the recommendations of such Committee.

#### 5. Duties and responsibilities

The duties and responsibilities of the Committee are as follows:

- To identify and recommend to the Board suitable nominees for appointment to the Board and Board Committees;
- To facilitate and organise the effectiveness assessment for the Board, the Board Committees, each individual Directors and the Company Secretaries on an ongoing basis;
- To review regularly the board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- To consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer or any other senior executive or any Director or Shareholder;
- To recommend to the Board, Directors to fill the seats on Board Committees;
- To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board;
- To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation;
- To assess the independence of the Independent Directors annually; and
- To review the fulfilment of director's training, and disclose details in the annual report as appropriate.

#### 6. Review of the Term of Reference of the Nominating Committee

This Term of Reference established by the Board shall be periodically reviewed and updated by the Board taking into consideration the needs of STC and its subsidiaries and shall be made available on corporate website.