



PANTECH GLOBAL
PANTECH GLOBAL BERHAD
Registration No. 202401009555 (1555405-U)
(Incorporated in Malaysia)

NOMINATION COMMITTEE
TERMS OF REFERENCE

1.0 COMPOSITION

The composition of the Nomination Committee (“**NC**” or “**Committee**”) shall be appointed by the Board of Directors (“**Board**”) of Pantech Global Berhad (“**Pantech Global**” or “**Company**”) from among its members via a Board Resolution and shall compose of exclusively of Non-Executive Directors of whom a majority shall be Independent Directors.

The members of the Committee shall elect a Chairman from among themselves who is a Senior Independent Non-Executive Director or an Independent Director of Pantech Global. All members of the Committee, including the Chairman, will hold office only so long as they serve as Directors of Pantech Global.

2.0 OBJECTIVE

The objective of the Committee is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience. The Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of non-executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member.

When a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Committee shall recommend to the Board one or more candidates with the appropriate expertise and experience. The Committee may also consider in making its recommendations, candidates for directorships proposed by the Group Managing Director and within the bounds of practicability, by any Director and by the shareholder or may use the services of a professional recruitment firm. The Committee will then make its recommendation on the candidates for submission to the Board for approval.

3.0 AUTHORITY

The Committee should not have the delegated power from the Board to implement its recommendations but should be obliged to report its recommendations back to the full Board for its consideration and implementation. This is in recognition of the importance of diversity within the Board and the need for Board membership to be endorsed by all or the majority.

In carrying out its duties and responsibilities, the Committee will in principle have access to Pantech Global's records, properties and personnel. The Committee may use the services of professional recruitment firms to source for the right candidate for directorship or seek independent professional advice whenever necessary.

4.0 DUTIES AND RESPONSIBILITIES

The following are the main duties and responsibilities of the Committee collectively. These are not exhaustive and can be augmented if necessary by Board approval:-

- (a) Review annually the structure, size, composition and successional needs of the Board, with due regard for Board diversity in its broadest sense, including gender, nationality, age, culture, socio-economic background, skills, experience and independence.
- (b) When the Board wishes to appoint a Director, to prepare a description/specification of the role, required capabilities and expected time commitment. When identifying suitable candidates, the Committee should:
 - (i) use open advertising or the services of external advisers to facilitate the search;
or
 - (ii) consider candidates proposed by the Group Managing Director and, within the

bounds of practicability, by any other senior executive or any Director or shareholder.

- (c) Ensure that every Director, including the Group Managing Director and Deputy Group Managing Director, shall be subject to retirement at least once every three (3) years and to make recommendations to the Board about the re-election of directors who are to be put forward for retirement by rotation.
- (d) Review annually its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and disclose the same in the Annual Report.
- (e) Recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors.
- (f) Recommend to the Board about candidates for membership of the Audit and Risk Management, Nomination and Remuneration Committees of the Board and any other Board Committees as appropriate, in consultation with the Chairman of the relevant Committee.
- (g) Assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director based on the process implemented by the Board.

5.0 MEETINGS

The Committee shall meet at least once a year. The Committee will meet as and when required and report to the Board after each meeting.

The Committee Meetings shall be chaired by the Chairman of the Committee. In the absence of the Chairman of the Committee, the members present shall elect from among themselves, a Chairman for the Meeting. The Chairman also has the discretion to call for additional meetings at any time. The quorum for each meeting shall be two (2) members. All recommendations and findings of the Committee shall be submitted to the Board for approval. In the absence of a meeting, any issues shall be resolved through circular resolution.

The Group Managing Director and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Committee Chairman.

6.0 REVIEW OF THE TERMS OF REFERENCE

The Committee shall recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval. The Terms of Reference shall be assessed, reviewed and updated where necessary i.e. when there are any changes to the code, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements. It shall also be reviewed and updated when there are any changes to the direction or strategies of the Group that may affect the Committee's role.

This Committee Terms of Reference was adopted by the Board on 12 December 2024.