

Meta Bright Group Berhad

(formerly known as Eastland Equity Bhd)

Nominating Committee Terms Of Reference

1.0 COMPOSITION

The Committee should consist of at least three (3) members comprising of non-executive directors, and majority are independent directors.

Vacancy that causes the members of the Committee to be less than the above requirement shall be filled out within 3 months.

2.0 QUORUM

The quorum of the meeting shall be at least two (2) members.

3.0 CHAIRMAN

The Committee shall elect a chairman from among its member who is an Independent Director.

The Chairman shall lead:

- i. the succession planning and appointment of directors, and oversee the development of a diverse pipeline for board and management succession, including future Chairman, Managing Director and Executive Directors; and
- ii. the annual review of board effectiveness, ensuring that the performance of each individual director and Chairman of the Board are independently assessed.

4.0 SECRETARY

The Company Secretary or any appropriate senior company officer shall be the Secretary to the Committee.

5.0 FUNCTIONS

The Committee shall carry out the following functions and report to the Board:-

- (a) Refresh the board composition periodically to ensure its effectiveness and compliance to regulatory requirements;

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- (b) Review and evaluate the tenure of each Director, including the Chairman of the Board, the effectiveness of the Board as a whole focusing on historical and forward-looking considerations, the Board Committees and each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees annually;
- (c) Develop, maintain and review the fit and proper criteria to be used in the recruitment and appraisal of directors;
- (d) Recommend the training needs of Board members based on the annual performance assessment;
- (e) Review the Board's succession plans and oversee the development of a diverse pipeline for Board, board chairman, and senior management succession;
- (f) Assess the effectiveness and performance of board committees and its members to determine whether they have carried out their duties in accordance with their terms of reference;
- (g) Review the candidates recommended by existing directors, the management or major shareholders, and disclose the reason when other sources were not used for sourcing of directors;
- (h) Facilitate board induction and orientation of new directors;
- (i) Recommend the retention of its independent Non-Executive Directors whose terms have exceeded nine (9) years' tenure for continuance in the office with justification and seek shareholder's approval through a two-tier voting process;
- (j) Ensure annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the Board;
- (k) Review the senior management diversity annually in skill, experience, age, cultural background and gender;
- (l) Reporting the annual report, a statement regarding the activities of the Committee in the financial year. Such statement must include information of its review to ensure that each of its Directors, Chief Executive or Chief Financial Officer has the character, experiences, integrity, competency and time to effectively discharge his/her respective role as well as:
 - i. the policy on board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;

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- ii. the board nomination and election process and criteria used by the Committee in the selection process;
 - iii. the assessment undertaken by the Committee in respect of its Board, committees and individual directors and the criteria used for such assessment;
- (m) Review and report such other matters as may be delegated by the Board from time to time.

6.0 MEETING PROCEDURES

- (a) The Committee shall meet at least annually or as and when there are matters referred to them for consideration. The Secretary shall also on the request of any member, summon for a meeting at any time by giving all Directors seven days' notice in writing. A meeting may, with the consent of the majority of the Directors, be convened with a shorter notice.
- (b) If need arises, issues can be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by majority members, shall be valid and effectual as if it had been passed at a meeting duly convened and constituted;
- (c) The Committee may hold meetings at two or more venues using information technology that gives all committee members a reasonable opportunity to participate in the meeting.
- (d) Other Board members, Managing Director, Executive Directors, Chief Executives and/or other officers may only attend meetings upon the invitation of the Committee;
- (e) Minutes of each meeting shall be circulated to the Committee and presented to the Board; and
- (f) Issues discussed and actions recommended by the Committee shall be presented and reported to the Board for decision.

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7.0 ACCESS TO ADVICE

Subject to the approval of the Board, the Committee may seek independent professional advice in discharging their responsibilities at the expense of the Company.

8.0 REVIEW OF TERMS OF REFERENCE

These terms of reference shall be periodically reviewed to ensure that they remain consistent with the Board's objectives, current regulatory requirements, and corporate governance best practices. Amendments made to these terms of reference shall be approved with a board resolution.

30 June 2022