



PMW INTERNATIONAL BERHAD

[Registration No. 202401003380 (1549230-X)]

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE

1. PRIMARY PURPOSES

The primary objective of the Nomination and Remuneration Committee (“Committee”) is to establish a documented, formal and transparent procedure to support and advise the Board of Directors (“Board”) of PMW International Berhad (“PMW” or “Company”):

- (a) in fulfilling their responsibilities in overseeing the selection and also assessment of the performance of the Directors and senior management on an on-going basis; and
- (b) with reviewing the remuneration framework, policy and procedures for directors and senior management and to recommend the remuneration package to the Board as a whole for approval, with each Director concerned abstaining from any decision as regards his remuneration.

2. COMPOSITON AND MEMBERS

- (a) The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being Independent Non-Executive Directors.
- (b) The Committee shall elect a Chairman from amongst its members and the elected Chairman shall be an Independent Non-Executive Director.
- (c) The Chairman of the Board must not be a member of the Committee.
- (d) No alternate director shall be appointed as a member of the Committee. The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.
- (e) If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall based on the recommendation of the Committee, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

The Committee shall, in accordance with the procedure or process determined by the Board and at the expenses of the Company and its subsidiaries (“Group”), is authorised to:

- (a) seek any information it requires from management of the Group in order to perform its duties;
- (b) call for any appropriate person or persons to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities;
- (c) obtain external legal or other professional advice on any matters within its terms of reference;
- (d) use a variety of approaches and sources to ensure that it is able to identify the suitable candidates. This may include sourcing from a Directors’ Registry and open advertisements or the use of independent search firms, if so required;
- (e) engage an independent expert to conduct the Board evaluation as the Committee deems fit. All the recommendations of the Committee are subject to the approval of the Board of the Company; and
- (f) to seek input from management on remuneration policies, but no individual should be directly involved in deciding their own remuneration.

4. DUTIES AND RESONSIBILITIES

In fulfilling its primary objectives, the Committee shall undertake, amongst others, the following duties and responsibilities:

Nomination matters

- (a) to establish an appropriate selection criteria and processes, recruitment process and to recommend to the Board, candidates for all directorships of the Company and members of the relevant Board Committees;
- (b) to establish the mechanisms for the formal assessment on the performance and effectiveness of the Board as a whole, the effectiveness of each Director; the effectiveness of the Board Committees and the performance of the Group Managing Director. The annual assessment to be conducted would be based on objective performance criteria as approved by the Board. All assessments and evaluation carried out by the Committee in the discharge of its duties shall be disclosed in the Annual Report;

- (c) to establish the minimum requirements or criteria to be used in the annual assessment of Directors, the Group Managing Director and senior management in ensuring the Board is of an effective composition, size, and commitment to adequately discharge its responsibilities and duties;
- (d) to establish the minimum requirements or criteria to be used in the annual review of the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors, Executive Directors and senior management should have;
- (e) to establish a policy formalising its approach to boardroom diversity, including gender diversity;
- (f) to evaluate the ability of the Independent Non-Executive Directors to discharge such responsibilities/functions as expected from them;
- (g) to establish the requirements or criteria to be used in the annual assessment as to whether the Independent Directors of the Company is independent as defined in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) and any other regulations;
- (h) to review and assess the independence of Independent Directors on an annual basis;
- (i) to recommend to the Board the removal of a Director or the Group Managing Director or senior management if he/she is ineffective, errant or negligent in discharging his/her responsibilities;
- (j) to assess and recommend to the Board, the terms of reference of Board Committees and to review the adequacy of committee structure of Board Committees;
- (k) to establish an appropriate framework and succession planning for the Board, including the Managing Director/Chief Executive Officer, Executive Directors, and Senior Management;
- (l) to oversee the appointment, management succession planning and performance evaluation of the Senior Management;
- (m) to conduct the fit and proper assessment prior to the appointment of any candidate as a Director or making recommendation for the re-election of an existing Director at annual general meeting of the Company;
- (n) to recommend to the Board the re-election/re-appointment of Director who retired by rotation pursuant to the provisions in the Company’s Constitution or relevant provisions of the Companies Act 2016;

- (o) to review the tenure of each Director and annual re-election of a Director should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board;
- (p) to ensure that orientation and education programmes are provided for new members of the Board;
- (q) to consider and examine such other matters as the Committee considers appropriate or delegated by the Board from time to time;
- (r) in identifying candidates for appointment of Directors, the Committee shall not solely rely on recommendations from existing Board members, management or major shareholders. The Board shall utilise independent sources to identify suitably qualified candidates;
- (s) if the selection of candidates was solely based on recommendations made by the existing Board members, management or major shareholders, the Committee should explain why other sources were not used;
- (t) to undertake an annual review of the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends;
- (u) to report and summarise its activities for the year in compliance with the Malaysian Code on Corporate Governance, Listing Requirements and any relevant regulations. The report can be incorporated into the Corporate Governance Statement in the Annual Report or included as a separate report;
- (v) to review annually the term of office, effectiveness and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference. w. to review the application of the Company's fit and proper policy in the nomination and election of its Directors into the Nomination and Remuneration Committee Statement in the Annual Report; and
- (x) to carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority.

Remuneration matters

- (a) to support the Board in actively overseeing the design and operation of the Company and its subsidiaries' ("Group") remuneration system to ensure corporate accountability and governance;
- (b) to review and recommend to the Board on the remuneration of Non-Executive Directors, particularly on whether the remuneration remains appropriate to each

Director's contribution, by taking into account, amongst others, the level of expertise, commitment and responsibilities undertaken;

- (c) to review and recommend to the Board on the total individual remuneration package for Managing Director/Chief Executive Officer, Executive Directors and Senior Management personnel including, where appropriate, salaries, bonuses, directors' fee, allowances, incentive payments, options or benefit-in-kinds within the terms of agreed remuneration policy and based on individual contributions to the Group overall performance and value instead of depending on short term performance to avoid any incentives for excessive risk-taking;
- (d) to ensure that the remuneration package should be structured such that it is competitive and balance which should be sufficient to attract and retain Executive Directors and Senior Management of calibre, and yet not excessive;
- (e) to ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Group Managing Director, Executive Directors and the senior management. The framework should encourage Executive Directors to act in ways that enhance the Group's long-term profitability and value. Implementation of the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and the senior management;
- (f) to review the policies and procedures on remuneration of the Group, including reviewing and recommending matters relating to the remuneration of Directors and Senior Management to the Board for approval;
- (g) the Committee may draw advice and enlist the professional services of expert;
- (h) to review compensation policy of Directors and senior management, and ensure the compensations offered are in line with market practice (if any);
- (i) to ensure fees and benefits payable to Directors, and any compensation for loss of employment of Executive Directors are approved by shareholders at general meetings of the Company; and
- (j) to carry out other responsibilities, functions or assignments as may be agreed by the Board from time to time.

5. MEETINGS OF THE COMMITTEE

- (a) The Committee shall meet at least once a year and as frequently as may be required.
- (b) In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The Nominated Chairman shall be an Independent Non-Executive Director.

- (c) Any question arising at any meeting of the Committee shall be decided by a majority of votes, each member of the Committee having one (1) vote and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the members of the Committee. In the event of an equality of votes, the Chairman is entitled to a second or casting vote.
- (d) The Committee may participate in a meeting of the Committee by means of conference telephone, conference videophone or any similar or other communication equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- (e) A resolution in writing signed or approved by facsimile, letter, telegram, telex or telefax or other written electronic communications by majority members of the Committee and who are sufficient to form a quorum, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described “Committee Members’ Resolutions in Writing” and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by the Secretary in the Company’s minute book. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

6. QUORUM

The quorum for a meeting of the Committee shall consist of not less than two (2) members; majority of members present must be Independent Non-Executive Directors.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than seven (7) days before the date of the meeting, except in the case of an emergency, where reasonable notice of every Committee meeting shall be given in writing or obtain a waiver of notice period from the members of the Committee. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

- (a) The Company Secretary or other appropriate senior management shall be the Secretary of the Committee.
- (b) The Secretary to the Committee shall be responsible, in conjunction with the Chairman of the Committee, for drawing up the agenda and other supporting

explanatory documentation for circulation to the members of the Committee prior to each meeting.

- (c) The Secretary to the Committee will also be responsible for keeping the minutes of the meetings of the Committee, and circulating them to members of the Committee and to other members of the Board.
- (d) The Secretary to the Committee shall ensure that the minutes are properly kept at the registered office of the Company and produced for inspection by any Committee member or Board member, if required.

9. PUBLISHED AT THE WEBSITE

This written terms of reference of the Committee dealing with its authority and duties which must include the selection and assessment of Directors, and such information must be made available on the Company's website.

10. REVIEW OF WRITTEN TERM OF REFERENCE

Any amendments to this term of reference of the Committee shall be approved by the Board. These terms of reference will be reviewed annually or as and when required in accordance with the needs of the Company and based on any new regulations that may have an impact on the discharge of the Committee's responsibilities

This Terms of Reference of Committee was approved by the Board of Directors via a Directors' Circular Resolution dated [date].