

PMCK BERHAD

(FORMERLY KNOWN AS UNIQUE LUXURY HOLDINGS SDN. BHD.)

[Registration No. 200001029676 (532283-M)]

(Incorporated in Malaysia)

Terms of Reference of the Nominating Committee

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TERMS OF REFERENCE OF THE NOMINATING COMMITTEE ("NC")

1. Objectives

- 1.1. The principal objective of the NC is to assist the Board of Directors ("Board") in their responsibilities in appointing new nominees to the Board and Board Committees and ensure that their compositions meet the needs of the Company. The NC shall also assess the performance of the Board, Board Committees and the individual Directors of the Company on an on-going basis.

2. Composition of members

- 2.1. The NC shall comprise at least three (3) members.
- 2.2. The Board shall appoint the NC members from amongst themselves, comprising exclusively of Non-Executive Directors, of which a majority of whom are Independent Director.

In this respect, the Board adopts the definition of "Independent Director" as defined under Bursa Malaysia Securities Berhad Listing Requirements.

- 2.3. The term of office of the NC shall be for such time as determined by the Board and members of the NC may be re-nominated and appointed by the Board from time to time.

3. Chairman

- 3.1. The Chairman of the NC shall be an Independent Director or the Senior Independent Director appointed by the Board from amongst the NC members. The NC Chairman shall chair all NC meetings but in the absence of the Chairman, the members of the NC can elect from amongst themselves as the Chairman of the NC meeting.
- 3.2. The Chairman of the NC shall:-
- (i) lead the succession planning and appointment of directors, and oversee the development of a diverse pipeline for board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer; and
 - (ii) lead the annual review of board effectiveness, ensuring that the performance of each individual director and Chairman of the board are independently assessed.

4. Secretary(ies)

- 4.1. The Secretary(ies) of the NC shall be the Company Secretary(ies) of the Company.
- 4.2. The Secretary(ies) shall be responsible for drawing up the agenda and circulating it prior to each meeting and keeping the minutes of meetings of the NC.

5. Meetings

- 5.1. The NC may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman or any member of the NC may call for additional meetings at any time at their discretion.
- 5.2. Reasonable notice of the NC shall be given in writing sent through the post, facsimile, electronic mail and by any means of telecommunication in permanent written form to all the NC members unless the NC waives such requirement.

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- 5.3. The NC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the NC members as a whole a reasonable opportunity to participate. Any member of the NC participating at a NC meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.
- 5.4. Questions arising at any meeting of the NC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the NC shall have a second or casting vote.

6. Quorum

- 6.1. A quorum shall consist of two (2) members.

7. Circular Resolution

- 7.1. A resolution in writing may be accepted as sufficiently signed by a member of the committee if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by a majority of the NC members for the time being and shall be valid and effectual as if it had been passed at a meeting of the NC duly called and constituted. All such resolutions shall be described as "NC Members' Resolution in Writing" and shall be forwarded or otherwise delivered to the Company Secretary(ies) without delay and shall be recorded by the Company Secretary(ies) in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more NC members.

8. Minutes

- 8.1. Minutes of each NC meeting shall be kept at the registered office and distributed to each member of the NC.
- 8.2. The Minutes of the NC Meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

9. Reporting

- 9.1. The Chairman of the NC shall report to the Board on the proceedings of each meeting and on matters as it considers appropriate within its terms of reference at least once a year, but more frequently if it so wishes, either formally in writing or verbally.
- 9.2. The Committee may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.
- 9.3. The NC shall report to the Board on any specific matters referred to it by the Board.

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10. Authority

The NC in performing its duties shall, in accordance with a procedure to be determined by the Board of Directors:-

- (a) Have the resources which are required to perform its duties;
- (b) Have full and unrestricted access to any information pertaining to the Company;
- (c) Be able to obtain independent professional advice; and
- (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

11. Duties and Responsibilities

The duties and responsibilities of the NC are as follows:-

- (a) To formulate and review 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, strengthen board leadership and oversight of sustainability issues.
- (b) To source, identify, review and recommend candidates for appointment to the Board and Board Committees, which is led by the Chairman of the NC, taking into consideration the optimum and effective size of the Board and the candidates: -
 - character, competency, knowledge and experience;
 - professionalism;
 - integrity and credibility;
 - time commitment, particularly his number of other directorships; and
 - in the case of the candidates for the position of Independent Non-Executive Directors, the NC would also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors.
- (c) To review the tenure of each Director on the Board;
- (d) To review the retirement of Directors, Directors eligible for re-election, and to assess their eligibility for re-election based on the Company's Directors' Fit and Proper Policy prior to recommending to the Board for re-election;
- (e) To assess the independence of Independent Directors annually.
- (f) To consider, in making its recommendations, candidates for directorships and, within the bounds of practicability, by any other senior executive or any Director or Major Shareholder and to take steps to ensure that gender, ethnicity and age group diversity are sought as part of its recruitment exercise.
- (g) To establish and review the performance criteria to evaluate the performance of the Board, Board Committees and each individual Director.
- (h) To recommend to the Board the nominees to fill the seats on Board Committees.

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- (i) To assess the effectiveness of the Board and the Committees of the Board as a whole and each individual Director of the Board including a review of the performance of the Board in addressing the company's material sustainability risks and opportunities. All assessments and evaluations carried out by the NC in the discharge of all its functions would be properly documented.
- (j) To ensure that orientation and education programmes are provided for new members of the Board.
- (k) To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the marketplace, changes in new statutory and regulatory requirements and understand the sustainability issues relevant to the Company and its business, including climate-related risks and opportunities.
- (l) To review the terms of office and performance of the Audit and Risk Management Committee and each of its members annually to determine whether such Audit and Risk Management Committee and its members have carried out their duties in accordance with the terms of reference.
- (m) To assist the Board in assessing and evaluating circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving declaration of the same from the Director and thereafter, to inform the Audit and Risk Management Committee of the same. After deliberation with the Audit and Risk Management Committee, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest.
- (n) To formulate and review the nomination, selection and succession policies and plans for members of the Board, Board Committees and senior management.
- (o) To act in line with the directions of the Board.
- (p) To consider and examine such other matters as the NC considers appropriate.
- (q) To consider any other relevant matters as delegated by the Board.

This Terms of Reference of the NC was adopted by the Board of Directors on 25 November 2024.