

TERMS OF REFERENCE OF NOMINATION COMMITTEE
(Adopted on 1 December 2022)

1. Objectives

The Nomination Committee ("**the Committee**") is to assist the Board of Directors ("**Board**") in their responsibilities for proposing new nominees to the Board and for assessing the Directors of the Company on an ongoing basis.

2. Composition of members

The Board shall elect the Committee members from amongst themselves, composed exclusively of non-executive directors, and a majority of them must be independent directors. The appointment of the Committee member terminates when a member ceases to be a director.

3. Chairman

The Chairman of the Committee shall be elected from amongst the Committee members who is an independent director. The Chairman of the Committee shall be approved by the Board.

4. Secretary

The Secretary of the Committee shall be the Company Secretary of the Company.

5. Meetings

The Committee 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 may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Committee summon a meeting of the Committee except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

The meeting of the Committee shall normally be conducted face-to-face to enable effective and efficient discussion, however in certain circumstances may participate in a meeting by teleconference or video conference or other appropriate means as determined by the Committee. A person so participating in a meeting in the manner aforesaid is deemed to be present in person at the meeting and shall be counted in a quorum accordingly.

In the absence of the Chairman, the members can elect from amongst themselves as the Chairman for the Meeting.

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(Terms of reference of Nomination Committee - cont'd)

6. Quorum

A quorum shall consist of at least two (2) members.

7. Circular Resolutions

A resolution in writing signed by a majority of the Committee members for the time being not being less than two (2) Committee members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Committee members. Any such document may be accepted as sufficiently signed by a Committee member if transmitted to the Company by email, facsimile or other electrical or digital written message purporting to include a signature of a Committee member.

8. Authority

The Committee shall, in accordance with a formal and transparent procedure or process or policy to be determined by the Board and at the expense of the Company, shall

- (a) annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (b) assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual director including non-executive directors and the Chief Executive Officer.
- (c) be entitled to the services of a company secretary who must ensure that all appointments are properly made and that all necessary information is obtained from directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from Bursa Malaysia Securities Berhad Listing Requirements or other regulatory requirements.

9. Duties and Responsibilities

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

- To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its assessment and recommendations, the Committee should consider the following criteria to be used in the recruitment process:-

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- (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity; and
 - (d) in the case of candidates for the position of independent non-executive directors, the Committee should evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.
 - To recommend to the Board the nominees to fill the seats on Board committees.
 - To implement annual assessment on the effectiveness of the Board as a whole, the committees of the Board, as well as the contribution of each individual director, including non-executive directors and the Chief Executive Officer. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.
 - To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the Terms of Reference of the Audit Committee.
 - To ensure that the Board composition meets the needs of the Company.
 - To look into orientation and education programmes for new recruits to the Board.
 - To review the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board.
 - To formulate and review the succession plans for the Company's key management personnel.
 - To review training programmes for the Board and to facilitate Board induction and training programmes, including induction training for new Board members.
 - To act in line with the directions of the Board.
 - To consider and examine such other matters as the Committee considers appropriate.