



# NOMINATION COMMITTEE CHARTER

## 1. Definition

<b>“Board”</b>	:	The Board of Directors of the Company.
<b>“Committee”</b>	:	The Nomination Committee of the Company.
<b>“Committees of the Board”</b>	:	The Committees established by the Board from time to time, including Audit and Risk Management Committee, Nomination Committee and Remuneration Committee.
<b>“Company”</b>	:	Kucingko Berhad (formerly known as Kucingo Sdn Bhd) or by whatever name it is called from time to time.
<b>“Directors”</b>	:	The directors for the time being of the Company or such number of them as having authority to act for the Company.
<b>“Group”</b>	:	The Company and its subsidiaries.
<b>“Listing Requirements”</b>	:	Bursa Malaysia Securities Berhad’s ACE Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
<b>“Secretary”</b>	:	Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

## KUCINGKO

### Corporate Address

H-G-03 Glomac Square  
Jalan SS6/16A, Kelana Jaya  
47301 Petaling Jaya  
Malaysia

maomao@kucingko.com

## 2. Date Established

The Committee was established on 01/05/2024.

## 3. Objectives

The Committee is a committee of the Board. The Nomination Committee is here to lend a hand to the Board of Directors. We're the idea generators when it comes to suggesting new Directors and we keep a keen eye on the Company's corporate governance policies on an on-going basis.



## 4. Composition

Our Committee is a skilled and diverse crew, handpicked by the Board. We're all about unity, so we're rolling in with no fewer than three (3) members who are all Non-Executive Directors and a majority of them will be independent.

The Chairman of the Board will not be a member of our crew.

Additionally, no alternate Director will be assigned to our Committee.

If we ever find ourselves short-handed with less than three (3) members, we're tasked to fill that gap within three months.

## 5. Chairman

Our Chairman is like the leader of the pack, elected from the Committee members. They're our go-to Independent Non-Executive Director, and their appointment is approved by the Board.

If our Chairman of the Committee is taking a break, the rest of the Committee members will elect a temporary leader from among themselves for that meeting.

Our Chairman is the messenger responsible for sharing all the details, findings, and recommendations from our Committee with the Board of Directors. Anything that needs the Board's attention and approval will be presented by our Chairman at the Board meeting.

## 6. Secretary

The Company Secretary works closely together with our Chairman of the Committee to prepare the meeting agenda. They make sure all the meeting materials are in the hands of every member, so everyone is all on the same page.

## 7. Meetings

Whether it's at least once a year or more frequently depending on the situation, our Committee convenes as required. And if the need arises, the Chairman can call for a meeting, ensuring the right conversations happen at the right time.

To bring the meeting to life, we need at least two (2) Committee members present. It's about having the right mix of perspectives to create well-rounded decisions.

Our Secretary plays the role of organiser, summoning the gathering. If Committee members raise their hand for a meeting, the Secretary gets things moving. Unless in

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emergency cases, we provide a written notice period of 1 to 5 business days for every Committee meeting.

Surprise guests like other Board members and employees might also join upon invitation.

Distance won't dim our Committee members' participation. Via conference calls, video calls, or similar communication methods they can join discussions from afar, making sure every voice is heard. It's like they're right there in the room with us, and that counts as being "present" and satisfies our meeting requirements.

In cases of a conflict of interest, a Committee member is required to disclose the conflict and refrain from participating in the vote concerning the matter. If the Chairman of the Committee is the one facing a conflict of interest, the remaining Committee members present shall, by a simple majority, designate one of their number present at the meeting to serve as an ad hoc chairman for that specific meeting.

When it's time to make decisions, we go with the flow of the majority. Whatever most members agree upon becomes our course of action. When the majority speaks, that's the Committee's final say.

## 8. Minutes

The minutes of every meeting find a home at the Company's registered office, ready to be shared with every Committee member and the rest of the Board. The Chairman updates the Board on the meeting's highlights.

To ensure accuracy, the minutes are signed by either the Chairman of the meeting at which the proceedings were held or the Chairman of the next succeeding meeting.

Committee members have an open invitation to inspect the minutes at the registered office or any other spot the Committee decides on.

The Committee reports back to the Board, providing insights on specific matters referred to us.

Our Secretary circulates the minutes of our Committee meetings to every member of the Board, ensuring everyone's in the loop.

## 9. Circular Resolution

We've got a convenient way to make decisions outside of our meetings. All it takes is a written resolution signed by most of our Committee members, and it's as good as if we'd gathered in person and made the call.

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This resolution can come in the form of several documents, each signed by two (2) or more Committee members. We even accept digital signatures, so you can transmit these documents by forms of electronic communications.

## 10. Authority

The Committee is authorised by the Board to:

- 10.1. Dig into any matter within our terms of reference.
- 10.2. Have adequate resources required at our fingertips.
- 10.3. Have full and unrestricted access to information about the Company.
- 10.4. Bring in external professionals or invite experts with the right experience to our meetings when necessary.
- 10.5. Be fully entitled to all of these indispensable services provided by our Secretary. They're the keepers of our records, helping us meet our obligations and stay on the right side of the law, including the Listing Requirements and other regulatory demands.

## 11. Responsibilities and Duties

Our roles and responsibilities include:

- 11.1. We assess and recommend potential candidates for directorships. Here's the checklist of attributes and factors we consider:
  - Technical competency, skills, knowledge, expertise and experience.
  - Strong sense of professionalism.
  - Background, character, integrity and competence.
  - Past contributions and performance that shine.
  - How much time they can commit to the Board.
  - For those eyeing Independent Non-Executive Director roles, their ability to carry out the responsibilities expected from such directors.
  - Boardroom diversity.
- 11.2. We annually review the Board setup of its structure, size, and who's in the mix. We're all about having the right balance of skills, knowledge, experience,

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diversity, and core competencies which Non-Executive and Executive Directors should bring to the Board.

- 11.3. We are in the business of reappointing and re-electing Directors, considering their performance and ongoing contributions, making sure they're still bringing their best to the Board.
- 11.4. We make sure all Directors meet the criteria, including those seeking re-election will get a thorough look over with the crafted "Fit and Proper Policy". We check in on their performance and ability to keep bringing their knowledge, skills, and experience to the Board when needed.
- 11.5. We make sure our report of the Committee aligns with Rule 15.01A of the Listing Requirements.
- 11.6. We have our recommendations ready when it's time to fill the seats on the committees of the Board.
- 11.7. We review Board succession plans and suggest succession planning policies.
- 11.8. We lead the charge of filling the important Board seats, including the Chairman of the Board and Executive Directors.
- 11.9. We review training needs and take care of Board induction and training programs.
- 11.10. We assess the Remuneration Committee and Audit and Risk Management Committee's performance to make sure they're carrying out their duties according to the rulebook.
- 11.11. We annually evaluate the Board as a whole, its Committees, and the performance, character, experience, integrity, competence, and time commitment of Directors. We have everything properly documented, including the criteria we use for these assessments.
- 11.12. We develop and assess criteria for independence on an annual basis of Independent Non-Executive Directors and recommend the same to the Board.
- 11.13. We provide suggestions and, if needed, to provide justifications to the Board regarding an Independent Non-Executive Director. We help the Board decide whether we should seek shareholders' approval for them to continue beyond the 9-year tenure.
- 11.14. We set our sights on Directors who retire by rotation, and recommend whether they should be re-elected, keeping the Board's constitution in mind.

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- 11.15. We establish a policy for Boardroom diversity.
- 11.16. We follow the Board's direction in our actions.
- 11.17. We are the performance critics for the Executive Directors, reviewing their goals and objectives as well as their contribution to the corporate strategy.
- 11.18. We regularly review the tenure of each Director and annual re-election depends on how they've been performing and contributing to the Board to keep things fresh.
- 11.19. We are on the case when considering and examining other matters as the Committee deems worth examining. We make sure we cover all our bases for the financial year.

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## **12. Review of the Committee**

Every year, the Board takes a close look at our term of office and how we've been performing and make sure we've been carrying out our duties according to our terms of reference.

## **13. Review of the Terms of Reference**

Our Committee will recommend any needed changes to our terms of reference to the Board for approval.

Our terms of reference are dynamic. We'll review and update them when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements, or any other regulatory obligations. Additionally, if the Group's direction or strategies shift in a way that impacts our Committee's role, we'll ensure our terms of reference reflect these changes.

This Terms of Reference was adopted by the Board on 01/05/2024.