



**MYTECH GROUP BERHAD**  
**(formerly known as Widetech (Malaysia) Berhad)**  
[Company No: 198401001418 (113939-U)]

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**OBJECTIVE**

The objective of the Nomination Committee of MyTech Group Berhad (formerly known as Widetech (Malaysia) Berhad) ("**MyTech**" or "**Company**") is to ensure that the Directors of the Board bring characteristics to the Board, which provide a required mix of responsibilities, skills and experience in fulfilling its fiduciary duties and responsibilities. The Nomination Committee will source for the potential candidates from the pool of resource independently or may get reference from management recommendation. All the selection process will be based on the criteria set in the Directors' Fit and Proper Policy.

The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member.

When a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Nomination Committee shall recommend to the Board one or more candidates with the appropriate expertise and experience.

The Nomination Committee will go through the process diligently on background check, select and assess the Directors, and make recommendation to the Board for approval.

**COMPOSITION**

The Nomination Committee shall be appointed by the Directors from among themselves via a Directors' resolution and shall compose of exclusively of Non-Executive Directors, a majority of whom shall be Independent Directors.

The members of the Nomination Committee shall elect a Chairman from among themselves who is an Independent Director of MyTech.

The Nomination Committee is chaired by an Independent Director or the Senior Independent Director. All members of the Nomination Committee, including the Chairman, will hold office only so long as they serve as Directors of MyTech.

The Chairman of the Board should not be a member of the Nomination Committee.

## **TERMS OF REFERENCE**

### **Authority**

The Nomination Committee should perform the activities required to discharge its responsibilities and should be obliged to report its recommendations back to the full Board for its consideration and implementation. This is in recognition of the importance of diversity within the Board and the need for Board membership to be endorsed by all or the majority.

In carrying out its duties and responsibilities, the Nomination Committee will in principle have access to MyTech's records, properties and personnel. The Nomination Committee may use the services of professional recruitment firms to source for the right candidate for directorship or seek independent professional advice whenever necessary.

### **Duties and Responsibilities**

The following are the main duties and responsibilities of the Nomination Committee collectively. These are not exhaustive and can be augmented if necessary by Board's approval:-

- Review the size of the Board with a view to determine the number of Directors on the Board in relation to its effectiveness and ensure that at every annual general meeting, one-third of the Directors for the time being shall retire from office. A retiring Director shall be eligible for re-election. Every director, including the Managing Director, shall be subject to retirement at least once in every 3 years.
- Review annually required mix of skills and experience and other qualities, including core competencies which Directors should bring to the Board and disclose the same in the Annual Report.
- Recommend suitable educational and training programmes to continuously train and equip the Directors.
- Recommend the Board's succession plans.
- Ensure that the appointment of any Executive Director or Managing Director of MyTech shall be for a fixed term not exceeding three years at any one time with power to re-appoint, remove or dismiss thereafter.

Review and assess the nomination of Director or member of the Board Committee and then make recommendation to the Board of the Company for approval

- Review and assess annually the effectiveness and performance of the Board as a whole and the committees of the Board, the contribution and performance of each individual Director, based on the process implemented by the Board.
- Review the term of office and performance of Audit Committee and each of its members annually to determine whether Audit Committee and members have carried out their duties in accordance with the Audit Committee's Term of Reference.
- Review the Board composition and refreshed periodically, if necessary.
- Review the tenure of each Director and re-election of Directors should be contingent on satisfactory evaluation of the Director's performance and contribution to the Board annually.
- 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.

## **Meetings**

The Nomination Committee shall meet at least once a year. The Committee will meet as and when required and report to the Board after each meeting.

The Nomination Committee Meetings shall be chaired by the Chairman of the Committee. In the absence of the Chairman of the Nomination Committee, the members present shall elect from among themselves, a chairman for the Meeting.

The Chairman also has the discretion to call for additional meetings at any time.

The quorum for each meeting shall be two (2) members.

All recommendations and findings of the Nomination Committee shall be submitted to the Board of Directors for approval.

In the absence of a meeting, any issues shall be resolved through circular resolution.

The Managing Director and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Nomination Committee Chairman.

## **CIRCULAR RESOLUTION**

A resolution in writing, signed by a majority / all of the Committee members being entitled to received notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

The circular resolution may consist of several documents in like form, each signed by one or more Committee member.

## **REVIEW OF THE TERMS OF REFERENCE**

The Terms of Reference shall be reviewed as and when required or periodically.

All amendments to the Terms of Reference shall be approved by the Board and is made available on the Company's website, [www.mytechgroup.com.my](http://www.mytechgroup.com.my).