

The logo consists of the word "WINTECH" in a green, sans-serif font, followed by a registered trademark symbol (®). The text is contained within a green arrow-shaped border pointing to the right.

WINTECH®

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

WINTECH METAL BERHAD

REGISTRATION NO: 202501029271(1630685-V)

TOR NOMINATION - Version 1.01

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OBJECTIVES

The Nomination Committee ("**Committee**") of Wintech Metal Berhad ("**Company**") is established to support the Board of Directors of the Company ("**Board**") in ensuring that the Company maintains a high standard of corporate governance through a structured and transparent process for the nomination, appointment, re-election and succession planning of Directors and key senior management, in compliance with the recommendation of the Malaysian Code of Corporate Governance (MCCG) Guideline issued by the Securities Commission Malaysia.

The Committee is responsible for evaluating the effectiveness, independence, and diversity of the Board and Board Committees, and for recommending candidates who possess the appropriate skills, experience and attributes to drive the Company's strategic objectives and long-term sustainability.

1. MEMBERSHIP

- 1.1 Members of the Committee shall be appointed by the Board among its Directors and shall comprise at least three (3) members, all of whom must be Non-Executive Directors, and a majority of whom must be Independent Non-Executive Directors.
- 1.2 The Chairman of the Board must not be a member of the Committee.
- 1.3 No Alternate Director shall be appointed as a member of the Committee.
- 1.4 Where the members of the Committee for any reason are reduced to less than 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.
- 1.5 The Board may from time to time and at its absolute discretion, revise the composition, roles, and responsibilities of the Committee.

2. CHAIRMAN

- 2.1 The Chairman of the Committee shall be an Independent Non-Executive Director.
- 2.2 In the absence of the Chairman of the Committee, the other members of the Committee shall amongst themselves elect a Chairman who must be an Independent Non-Executive Director to chair the meeting.
- 2.3 The Chairman of the Committee shall attend the general meetings of the Company to respond to any queries or concerns regarding the Committee's functions and responsibilities and provide updates on its activities.

3. SECRETARY

The Company Secretary shall be the Secretary of the Committee.

4. QUORUM AND MEETING PROCEDURES

- 4.1 The Committee shall meet at least once a year or as and when the Committee deems necessary to fulfil its responsibilities. The Chairman may request for additional meetings as he considers necessary.
- 4.2 For the Committee's meetings except in the case of an emergency, reasonable notice shall be given in writing to all the members of the Committee.
- 4.3 The Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enables all persons to participate for the entire duration of the meeting. The technology to be used for the purpose of the meeting must be such that all persons taking part in the meeting must be able to communicate simultaneously with each of the other persons taking part in the meeting and may include telephone, television, video conferencing or any other audio and/or visual device which permits instantaneous communication.
- 4.4 A virtual meeting shall be deemed to constitute a Committee meeting provided the following conditions are met:
- (a) all the Committee members for the time being entitled to receive notice of the Committee meeting shall be entitled to receive notice of a virtual meeting. Notice of any such meeting shall be given by an appropriate form of technology (or in such other manner) as may be permitted by the Constitution of the Company; and
 - (b) a Committee member may not leave a virtual meeting by disconnecting from the technology used unless he has previously expressly notified the Chairman of the meeting of his intention to leave the meeting and a Committee member shall be conclusively presumed to have been present and have always formed part of the quorum during such a meeting until such notified time of his leaving the meeting. However, no business is to be transacted at any meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 4.5 The main venue of the meeting shall be the place where the Chairman or the Chairman of the meeting is present.
- 4.6 The quorum for the meeting shall be two (2) members, who are Independent Non-Executive Directors.
- 4.7 The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda of the meeting. The agenda, notice of the meetings, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior to each meeting to the members of the Committee.
- 4.8 The Company Secretary shall on the requisition of the Chairman of the Committee, call for a meeting of the Committee.
- 4.9 The Committee may, as and when deemed necessary, invite any Board members or any member of management or consultants, who the Committee thinks fit, to attend its meetings to assist and provide pertinent information as necessary.

- 4.10 A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote. Nevertheless, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman of the Committee will not have the casting vote.
- 4.11 A member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, shall abstain from deliberating and voting.
- 4.12 All members of the Committee, including the Chairman, shall hold office only for so long as they serve as a Director of the Company, and their appointment shall automatically be terminated if they cease for any cause to be a Director of the Company. Members of the Committee may relinquish their membership in the Committee with prior written notice to the Board.

5. MINUTES

- 5.1 The Company shall cause minutes of all proceedings of the Committee meeting to be entered in books for that purpose. The minutes of each meeting shall be signed by the Chairman of the meeting at which proceedings were held or by the Chairman of the next succeeding meeting.
- 5.2 The minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any Committee member or Board member.
- 5.3 The minutes of each Committee meeting shall be distributed to the Board members for notation.

6. WRITTEN RESOLUTION

- 6.1 A resolution in writing signed by all members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.
- 6.2 The resolution may consist of several documents in like form, each signed by one (1) or more Committee members. Such document may be accepted as sufficiently signed by a Committee member if it is transmitted to the Company by facsimile or other electrical or digital written message, which includes a signature of the said Committee member.

7. REPORTING

The Committee, through its Chairman, shall report a summary of significant matters to the Board at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

8. AUTHORITY

The Committee shall in accordance with a procedure to be determined by the Board and at the expense of the Company:

- (a) have explicit authority to investigate any matter within its Terms of Reference;
- (b) have the resources which are required to perform its duties;
- (c) have full and unrestricted access to all information and documents within the Group to perform its duties; and
- (d) obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary.

9. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

New Appointment

- (1) Identify, consider and recommend to the Board suitable candidates for appointment as Directors. The Committee shall not solely rely on recommendations from existing Board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall:
 - (a) Conduct the fit and proper assessment;
 - (b) Assess the candidates' skills, knowledge, expertise, experience, professionalism, commitment, integrity, character and competence;
 - (c) Consider the candidates' reputation, integrity, professionalism, and assess any business interest or relationship that may result in a conflict of interest that could affect the candidate's ability to discharge such responsibilities/functions;
 - (d) Consider board diversity including age and gender; and
 - (e) In the case of candidates for the position of Independent Non-Executive Director, the Committee should also evaluate the candidate's ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- (2) If the selection of candidates was solely based on recommendations made by existing Board, management or major shareholders, the Committee should explain why other sources were not used.
- (3) Recommend to the Board the appointment of members of each Board Committee.
- (4) Consider and recommend to the Board the candidates for Key Senior Management positions, taking into consideration the candidates' skills, knowledge, expertise and experience, time commitment (including number of directorships in companies), character, professionalism, integrity and diversity in senior management.

- (5) The Committee may seek out independent sources to identify qualified candidates for the Board. The Committee is responsible for appointing a gender-diverse Board.

Size of Board

- (6) Consider and recommend to the Board for approval, the appropriate size of the Board and Board Committees to facilitate effective decision making after taking into consideration the scope and nature of the operations of the Group.
- (7) Facilitate achievement of Board gender diversity policies and targets.

Re-election, Re-appointment and Resignation/Termination

- (8) Develop and implement the fit and proper policy for the appointment and re-election of Directors of the Group that addresses the board quality and integrity.
- (9) Ensure that all Directors, including the Executive Directors, shall retire from office at least once every three (3) years but shall be eligible for re-election.
- (10) Review and recommend to the Board the re-election of Directors who retire by rotation pursuant to the Company's Constitution and re-appointment of Directors who retire pursuant to relevant sections of the Companies Act 2016, subject to the conduct of the fit and proper assessment.
- (11) Where there is an Independent Director whose term will exceed/has exceeded the nine (9) year tenure, the Committee shall justify the recommendation to retain the Independent Director after the ninth (9th) year to the Board for consideration before seeking annual shareholders' approval through a two-tier voting process.
- (12) Deliberate on matters relating to the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and the service contract.

Annual Performance Assessment of the Board, Board Committees and Individual Directors

- (13) Develop and review the performance criteria to evaluate the performance of the Board, Board Committees and individual Directors.
- (14) Assess annually the contribution and performance of each Director, to ensure the Board and the Board Committees operate effectively and efficiently.
- (15) Conduct an annual review of the term of office and performance of the Audit and Risk Management Committee ("ARMC") and each of its members. The review will assess whether the ARMC and its members have fulfilled their duties in accordance with their terms of reference.
- (16) Assess annually the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director having regard to time commitment,

character, experience, integrity, the required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and thereafter, recommend its findings to the Board. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented and disclosed in the Annual Report.

- (17) Review on an annual basis, or as required, the correct mix of skills, business and professional experiences including diversity in terms of gender, cultural background and age that should be added to the Board.
- (18) Review annually the performance of the Board and key senior management in addressing the Company's material sustainability risks and opportunities.
- (19) Review the tenure of each Director annually and ensure that the annual re-election of a Director is based on satisfactory evaluation of the Director's performance and contribution to the Board, and the Director has submitted the Fit and Proper Declaration Form.
- (20) Review and assess the independence of Independent Directors annually and to ensure the Directors are not disqualified under relevant regulations.
- (21) Make recommendations to the Board on the necessary changes based on the review and assessments to the adequacy and relevance of the key duties and responsibilities of the Board annually.

Training

- (22) Facilitate Board induction programme for newly appointed Directors.
- (23) Identify suitable educational and training programmes for continuous development of Directors to ensure the Directors keep abreast with development in the industry, regulatory changes and board business trends.

Succession Planning

- (24) Review Board and key senior management succession plans and overseeing the development of a diverse pipeline for Board and key senior management succession.
- (25) Oversee the development of succession planning of the Board and key senior management of the Company as well as the development of a diverse pipeline for the Board and management succession, including the future Chairman and Executive Directors.

Others

- (26) Consider and examine such matters as the Committee considers appropriate.
- (27) Carry out such other duties or functions as may be delegated by the Board from time to time or as required by the regulatory authority.

10. REVIEW OF THE TERMS OF REFERENCE

- 10.1 This Terms of Reference shall be periodically reviewed and updated taking into consideration the needs of the Company as well as any development in the rules and regulations that may have an impact on the discharge of the Committee's responsibilities.
- 10.2 This Terms of Reference was reviewed and approved by the Board on 29 September 2025 and is made available for reference on the Company's <https://www.wintech.com.my/>