Success Transformer Corporation Berhad

[Registration No. 200301034518 (636939-W)]
(Incorporated in Malaysia)

Terms of Reference of the Nomination Committee

(Revised and adopted on 13 October 2026)

1. Objective

The primary objective of the Nomination Committee ("**NC**") of Success Transformer Corporation Berhad ("**Company**") is to evaluate the effectiveness, independence, and diversity of the Board of Directors of the Company ("**Board**") and Board Committees, and recommending suitable candidates who possess the appropriate skills and experience.

2. Composition

Members of the NC shall be appointed by the Board amongst its Directors and shall consists of at least three (3) members. All the members of the NC must be non-Executive Directors, with a majority of them being Independent Directors. No alternate Director of the Board shall be appointed as a member of the NC.

*In this respect, the Board adopts the definition of "independent director" as defined under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") ("**Listing Requirements**") and any practice notes issues thereto.*

Where the members of the NC for any reason are reduced to less than three (3), resulting in non-compliance to the composition criteria as stated in paragraph 2, the Board shall appoint such number of new members as may be required to make up the minimum number of three (3) members within three (3) months from the occurrence of the event, based on the recommendation of the NC.

3. Chairman

The members of the NC must elect a Chairman amongst themselves and shall be an Independent Director. The Chairman of the NC shall not be the Chairman of the Board. In the absence of the Chairman, the other members of the NC present at the meeting shall amongst themselves elect another member who must be an Independent Director to chair the meeting.

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, Managing Director, Executive Director(s); 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)

The Secretary(ies) of the NC shall be the Company Secretary(ies) of the Company.

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. Authority

The NC 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) perform the activities required to discharge its responsibilities and report to the Board its recommendations;

(c) have the resources which are required to perform its duties;

(d) be able to obtain independent professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary; and

(e) have full and unrestricted access to information and documents within the Group to perform its duties.

6. Duties and Responsibilities

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

6.1. Nomination

(a) to identify, consider and recommend to the Board, suitable candidates for appointment to the Board and Board Committees. The NC 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 NC shall base on objective criteria, merit and with due regard for mix of skills, experiences, knowledge, age, cultural background and gender.

6.2. Assessment

(a) to facilitate and organise the effectiveness assessment for the Board, the Board Committees, each individual Directors and the Company Secretaries on an ongoing basis;

(b) to develop and review the performance criteria to evaluate the performance of the Board, Board Committees and individual Directors;

Assessment of the Board

(i) to review regularly the board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary, including the succession plan;

(ii) to assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board;

(iii) The evaluation of the Board includes a review of the Board's performance in addressing the Group's material sustainability risk and opportunities;

Assessment of Board Committee

(iv) to review the term of office and performance of the Audit Committee ("**AC**") and each of its members annually to determine whether the AC and its members have carried out their duties in accordance with their Terms of Reference;

Assessment of Individual Director

(v) to review and recommend to the Board the re-election of Directors who are retiring by rotation in accordance with the Companies Act 2016 and/or the Constitution of the Company. The annual re-election of Director(s) should be based on satisfactory evaluation on the Director's performance, fit and proper assessment and contribution to the Board;

(vi) to ensure that all Directors shall retire from office at least once in each three (3) years, but shall be eligible for re-election;

(vii) to review and assess the independence of Independent Directors annually in accordance with the criteria stipulated in the Listing Requirements;

- to review the length of service of each Independent Non-Executive Director and to assess their independence and ability to exercise their independent judgement or the ability to act in the best interest of the Company.

- The tenure of an Independent Director should not exceed cumulative term of nine (9) years. After a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. However, if the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval annually through a two-tier voting process;

6.3. Governance and Others

a. to review the fulfilment of Director's training, and disclose details in the Company's Annual Report as appropriate;

b. to review regularly and recommend Diversity Policy and Directors' Fit and Proper Policy to the Board; and

c. to consider other matters as defined by the Board.

7. Procedure of the NC Meetings

7.1 Frequency of Meetings

The NC shall meet at least once a year and such additional meetings as may be required for the NC to fulfil its duties. In addition, the Chairman may call a meeting if a request is made by the NC member.

7.2 Quorum

A quorum for the meeting shall be two (2) members. No business shall be transacted at any meeting unless a quorum is present.

7.3 Notice of Meetings

Reasonable notice of NC meetings shall be given in writing sent through the post, facsimile, electronic mail and by any means of telecommunication in permanent written form to all NC members, except in the case of emergency, where the NC may waive such requirement.

7.4 Voting and Proceedings of Meetings

The NC members may participate in a meeting by way of telephone and video conferencing or by means of other communications equipment whereby all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly.

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. The NC member shall abstain from deliberations and voting in respect of any matter which may give rise to an actual or perceived conflict of interest situation.

7.5 Circular Resolution

A resolution in writing signed by a majority of the NC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one (1) or more NC members. Any such document may be accepted as sufficiently signed by a NC member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a NC member.

7.6 Minutes of Meetings

Minutes of the NC meeting shall be circulated promptly to all members of the NC and once agreed, to all members of the Board for their notation. The Secretary(ies) shall keep record of all conclusions and resolutions passed at all meetings of the NC, including the names and signatures of the attendees.

The minutes of the NC meetings 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.

Full minutes of the NC meetings shall be kept by the Secretary(ies) at the registered office.

8. Revision and Update

This Terms of Reference shall be periodically reviewed and updated by the NC taking into consideration the needs of the Group as well as any development in the rules and regulations that may have an impact on the discharge of the NC's responsibilities, and this Terms of Reference shall be made available on the Company's corporate website.

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