

**ERDASAN GROUP BERHAD**  
**Registration No. 200401006297 (644800-X)**  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATING COMMITTEE (“NC”)**

1. Objectives

In accordance with the Malaysian Code on Corporate Governance, the NC is set up to provide recommendations to the Board candidates for all directorships of the Company and membership of Board Committees. The final decision on the appointment of any director of the Company and of members of Board Committees shall be made by the Board of Directors (the “Board”).

The NC shall be responsible in ensuring the appropriate Board balance and size, and that the Board has a required mix of responsibility, skills, independence, diversity and experience. An annual review of the mix of skills, independence, diversity, experience and other core competencies of the Board shall be made by the NC.

2. Size and Composition

The NC shall consist wholly of Non-Executive Directors, a majority of whom are independent. The members of the NC shall elect a Chairman from amongst its members who shall be an Independent Non-Executive Director and shall comprise of at least three (3) members. The Chairman of the Board shall not be a member of the NC.

3. Meetings

The NC shall meet at least once a year and as and when necessary. The quorum of the meeting shall be two (2) members.

The meeting of NC may be conducted by means of telephone conferencing or other methods of simultaneous communications by electronic or telegraphic means and the minutes of such meeting signed by the Chairman shall be conclusive of any meeting conducted as foresaid.

A resolution in writing signed by all the NC members shall be as effective for all purposes as a resolution passed at a meeting of the NC duly convened, held and constituted. Any such resolution may consist of several documents in like form, each signed by one or more NC members.

4. Secretary

The Company Secretary shall act as Secretary to the NC and shall be responsible for keeping minutes of meetings of the NC and circulating them to the NC members.

The Secretary, in conjunction with the Chairman, shall draw up an agenda, shall normally be circulated together with the relevant support papers, at least once week prior to each meeting to members of the Committee unless there are exceptional circumstances which may require a meeting at short notice.

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5. Duties and Responsibilities

- (i) to review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments thereof and/or the appointment of Directors, as the NC deems necessary;
- (ii) to consider, in making its recommendations, candidates for directorships proposed by the Board, shareholders or other stakeholders of the Company and within the bounds of practicability as well as to make recommendations to put in place the plans for succession;
- (iii) to assess the effectiveness of the Board of Directors as a whole and each individual Director or Committee of the Board, including the Chairman. All assessments and evaluations carried out by the NC in the discharge of all its functions shall be documented.
- (iv) to assist the Board to review the required mix of skills, independence, diversity and experience and other qualities including core competencies which non-executive directors should bring to the Board and to assess the effectiveness of the Board, any other committees of the Board and the contributions of each individual director of the Company on an annual basis or as when required by the Board;
- (v) to recommend to the Board for continuation or discontinuation in service of Directors as an Executive Director or Non-Executive Director;
- (vi) to recommend Directors who are retiring by rotation to be put forward for re-election at Annual General Meeting;
- (vii) to recommend to the Board the engagement of the services of such adviser as it deems necessary to fulfil the Board’s responsibilities; and
- (viii) to carry out other responsibilities, functions or assignments as may be delegated by the Board and/or required under the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the ACE Market from time to time.

6. Review of terms of reference

The terms of reference of the NC shall be reviewed and amended as necessary to determine its adequacy in line with the current circumstances, the Company’s policies and applicable rules and regulations in the Listing Requirements of Bursa Securities for the ACE Market. Board approval is required for any changes in the terms of reference.

This terms of reference was reviewed and approved by the Board on 26 November 2025.