

**MQ TECHNOLOGY BERHAD**  
(Company No. 635804-H)  
(Incorporated in Malaysia)

**NOMINATION COMMITTEE’S**

**TERMS OF REFERENCE**

1.0 APPOINTMENT

- 1.1 The Nomination Committee (“NC”) of MQ Technology Berhad [MQ] (“MQ” or “the Company”) shall be appointed by MQ Board of Directors (“MQ Board”) from amongst its members, and shall consist of not fewer than 3 members composed exclusively of Non-Executive Directors, majority of the members shall be Independent Directors.
- 1.2 The Chairman shall be elected by members of the NC among their number who is the senior Independent Non-Executive Director. In the absence of the committee Chairman, the remaining members present shall elect one of their members to chair the meeting.
- 1.3 A Secretary shall be nominated by the NC.
- 1.4 If a member, for any reason, ceases to be a member, MQ Board shall appoint a new member so that the number of members does not fall below three.
- 1.5 The office of a member shall become vacant upon the member’s resignation/retirement/removal or disqualification as a Director of the Company.

2.0 ADMINISTRATION

2.1 Meetings

- (i) The meetings of the NC may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.

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**NOMINATION COMMITTEE (Continued...)**

2.0 ADMINISTRATION (Continued...)

2.1 Meetings (Continued...)

- (ii) The meetings shall be held at least once a year. Additional meetings may also be held by the NC to discuss other issues, which the NC considers necessary.
- (iii) The NC shall have full discretion with regard to the calling of the meetings and the proceedings thereat and may invite any Director or management to its meetings.
- (iv) The NC shall appoint a secretary who shall attend the meetings and minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance. The minutes shall be confirmed by the Chairman of the meeting and circulated to all members of the NC.
- (v) The quorum necessary for the transaction of business shall be two both of whom shall be Independent Directors. A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion vested or exercisable by the Committee.
- (vi) Minutes of the NC meetings will be circulated to all members of the Board.

2.2 Notice

The notice of each meeting of the NC, confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the NC not fewer than three (3) working days prior to the date of the meeting.

2.3 Voting

Each member present shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the Chairman of the meeting shall have a casting vote.

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**NOMINATION COMMITTEE (Continued...)**

2.4 Circular Resolution

A resolution in writing signed by a majority of all members shall be valid and effectual as if it had been passed at a meeting of the NC. All such resolutions be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, telex, cable, telegram or other forms of electronic communications.

3.0 FUNCTION AND RESPONSIBILITIES

3.1 The function and responsibilities of the Committee shall include the following:

- (a) to propose, consider and recommend to the Board suitable persons for appointment as Directors of the Company. In making its recommendations, the Nomination Committee should consider the candidates:-
- skills, knowledge, expertise and experience
  - professionalism
  - integrity; and
  - in the case of candidates for the position of independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.

The Committee shall also consider candidates for directorships proposed by the chief executive officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.

- (b) to recommend to the Board, directors to fill the seats on Board committees.
- (c) to review on an annual basis the required mix of skills and experiences and other qualities, including core competencies, which non-executive directors should bring to the Board.

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**NOMINATION COMMITTEE (Continued...)**

- (d) to assess on an annual basis the effectiveness of the Board as a whole, the committees of the Board and contribution of each individual director including independent non-executive directors, as well as the chief executive officer.
- (e) to review the Board's succession plans and training programmes for the Board.
- (f) to carry out such other responsibilities as may be delegated by the Board from time to time.
- (g) to review the term of office and performance of an audit committee and each of its members annually to determine whether such audit committee and its members have carried out their duties in accordance with their terms of reference.

**4.0 GENERAL**

- 4.1 The NC in carrying out its tasks under these terms of reference may obtain such external or other independent professional advice as it considers necessary to carry out its duties.
- 4.2 MQ Board will ensure that the NC has access to professional advice both internally and externally at the Company's expense in order for it to perform its duties.
- 4.3 These terms of reference may from time to time be amended as required, subject to the approval of the Board.