

**TIEN WAH PRESS HOLDINGS BERHAD**  
Registration No. 199501011233 (340434-K)

**TERMS OF REFERENCE**  
**NOMINATION COMMITTEE**

**1. Introduction**

The Nomination Committee (the “**NC**” or “**Committee**”) of Tien Wah Press Holdings Berhad (“**TWPH**” or the “**Company**”) was formed by the Board of Directors (the “**Board**”) of the Company. Its primary function is to assist the Board in the following areas:

- Propose new nominees for the Board of the Company and/or its subsidiaries (the “**Group**”) - the actual decision as to who shall be appointed shall be the responsibility of the full Board after considering the recommendations of the Committee;
- To take steps to recruit female candidates as new Director of the Company, when the opportunity arises. The Board as a policy will select the candidate which will best serve the Company regardless of gender, ethnicity or age and thus do not consider it necessary to set any target nor undertake any specific measures to recruit women candidates specifically;
- Assess the effectiveness of Directors of the Company on an ongoing basis;
- Review the effectiveness of the Chief Executive Officer (“**CEO**”) and other Senior Management;
- Assess the size and composition of the Board of Directors; and
- Ensure the policy and criteria to conduct periodic evaluation for effectiveness of the Board and Board Committees as well as individual directors by robust processes and procedures taking into consideration the needs of the Board such as mix of skills, independence, experience, industry knowledge and diversity (including gender diversity).

**2. Membership**

- 2.1. The members of the NC shall comprise exclusively of Non-Executive Directors, a majority of whom are independent and at least three (3) members in total.
- 2.2. The Chairman of the Board shall not be a member of the Committee. The Chairman of the Committee shall be an Independent Director or Senior Independent Director appointed by the Board or other Director, deemed fit and proposed by the Board.
- 2.3. The appointment of the NC member would be terminated when the member ceases to be a Director, or as determined by the Board.
- 2.4. The quorum of the Committee shall be at least two (2) members.

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**3. Meetings and Procedures**

The Committee will normally meet as required. Such meetings are at the call of the Chairman and shall be held not less than once a year. Only members of the Committee have the right to attend Committee meetings. However, other Directors and individuals such as the CEO, the Head of Human Resources, members of Management, consultants and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst themselves.

The Committee may conduct its meeting to include participation thereat by any member or invitee via video or teleconferencing or any other means of audio or audio – visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

The Committee may deal with matter by way of circular resolutions in lieu of convening a formal meeting. A resolution in writing, signed, approved or assented by letter, electronic mail, telegram, telex, telefax or other electronic communication by all the Committee members by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members and may be transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the Committee members.

**4. Secretary**

The Secretary or other appropriate senior official of the Company shall be secretary (the “**Secretary**”) of the Committee.

**5. Duties**

The duties of the Committee shall be to:

5.1. having evaluated the balance of skills, knowledge and experience on the Board, and hence defined the role and capabilities required for a particular appointment, be responsible for identifying and nominating, for the approval of the Board, candidates to fill Board vacancies as and when they arise.

5.1.1. In making the recommendations, the Committee will also consider candidates proposed by the CEO, and within the

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bounds of practicability, by any other senior executive, Director or shareholder. The Committee shall also utilise independent services to identify suitably qualified candidates. In making its recommendations, the Committee shall assess and consider the following attributes or factors: -

- a) merit and against objective criteria with due regard for the benefits of boardroom diversity including gender, age and ethnicity, experience, cultural background, skill, knowledge, expertise, character, integrity, professionalism and competence;
  - b) commitment (including time commitment) to effectively discharge his/her role as a Director; including, amongst others, attendance at Board or Committee meetings, major company events, briefings or site visitations, participation in continuing training programmes; after consideration of the candidate's directorships in other listed issuers, public companies and corporations incorporated and listed outside Malaysia and other commitments or positions and the time commitment involved;
  - c) any business interests that may result in a conflict of interest that arose, persist or may arise within the Company or the Group;
  - d) contribution and performance;
  - e) in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors;
  - f) in considering its independency, it is necessary to focus not only a Director's background and current activities qualifying him or her as independent but also whether the Director can act independently of Management; and
  - g) Diversity Policy and Fit and Proper Policy for Directors;
- 5.1.2. Shall, at a time during the nomination process to be determined in its discretion, solicit and consider the views of majority shareholder(s) on the nomination of candidates. The Committee has the sole discretion to determine the appropriate manner and scope of the consultation, and the Committee is not required to exceed the ordinary course of communication with significant institutional investors. The nomination process shall include:

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- a) make recommendations to the Board for the appointment of Directors, Chairman, Senior Independent Director, CEO and Senior Management including an assessment of the time commitment expected and recognising the need for availability in the event of crises; and
  - b) review, facilitate and define orientation and induction plans for new directors with respect to the business, structure and management of the Group.
- 5.2. develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The nomination and the election process should be disclosed in the Annual Report. If the selection of candidates was solely based on recommendations made by the existing Board members, Management or major shareholders, the Committee should explain why other sources were not used;
- 5.3. recommend to the Board, Directors to fill the seats on Board Committees;
- 5.4. assess the training needs of each Director, review the fulfilment of such training, and disclose details in the Annual Report as appropriate;
- 5.5. review the Board and Senior Management's succession plans and policy of the Chairman of the Board, the Executive and Non-Executive Directors, CEO and the Key Senior Management; taking into consideration the succession planning in the course of its work, the challenges and opportunities facing the Company as well as the skills and expertise needed on the Board and by the Company in future;
- 5.6. review annually the structure, size and composition (including required mix of skills, knowledge, diversity of the Board, experience and core competencies which Non-Executive Directors should bring to the Board). This activity shall be disclosed in the Annual Report of the Company;
- assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his time commitment, character, experience and integrity vide a formal and objective assessment.
- 5.7. assessment of fitness and properness of each individual Director should also take into consideration the following factors: -
- a) compatibility within the overall composition of the Board to match the profile and activities of the Company;
  - b) willing to act or continue to act as a Director of the Company after being made aware of his/her responsibilities as a Director;

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- c) is or willing to be familiar with the Company's business activities and its operating environment;
- d) has the ability to attend Board meetings, either physically or virtually, based on the form of participation required of the Director;
- e) the multiple directorships of the Director do not result in a conflict of interest with the Company, puts the Director in a position where commercially sensitive information could be misused against the Company or cause the Director to be unable to provide the required time commitment to the Company; and
- f) is a Director or shareholder of an entity in countries that are classified as high risk under the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001.

All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented. The Committee may engage a professional, experienced and independent party to facilitate the Board evaluation and ensure the Board is assessed holistically. When an independent third party is used to carry out Board evaluation, the Board should also disclose the identity of the third party;

- 5.8. assess annually the effectiveness and performance of the CEO, Executive Directors and Group Finance Director;
- 5.9. assess annually the independence of its Independent Directors. This activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of Independent Directors.
- 5.10. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9)-year period, an Independent Director may continue to serve on the Board subject to the Director's re-designation as Non-Independent Director. If the Board intends to retain an Independent Director beyond nine (9) years, it should be subjected to the following: -
  - a) annual assessment by the NC, regarding the independence and contributions; and
  - b) annual shareholders' approval through two-tier voting process in a general meeting, where the Board provides strong justification on the recommendation in the explanatory notes to the resolution in the notice of a general meeting.

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Notwithstanding the above, the tenure of Independent Director should not exceed a cumulative term of twelve (12) years.

- 5.11. review the term of office and performance of the Audit and Risk Committee and each of its member annually to determine whether the Audit and Risk Committee and member have carried out their duties in accordance with their terms of reference;
- 5.12. consider and recommend the Directors for re-election/re-appointment at each Annual General Meeting; and
- 5.13. perform such other assignments as may be delegated by the Board.
- 5.14. recommend to Board the Company's gender, experience, ethnicity or age diversity policies, targets and discuss measures to be taken to meet those targets (if any); and
- 5.15. recommend to Board protocol for accepting new directorships.

**6. Procedures for Appointment of Directors**

The Board follows formal and transparent procedures when appointing directors as follows: -

- 6.1. The Committee shall prepare descriptions of the Director characteristics the Board is looking for in a new appointment.
- 6.2. The Committee will seek professional advice from independent search firms as and when it considers necessary to identify and short-list suitable candidates and a list of nominations for candidates proposed by the CEO, and within the bounds of practicability, by any other senior executive, Director or shareholder for considerations.

The Company should disclose in its annual report how candidates for Non-Executive Director positions were sourced including whether such candidates were recommended by the existing Board members, Management or major shareholders.

If the selection of candidates was solely based on recommendations made by the existing Board members, Management or major shareholders, the Committee should explain why other sources were not used. The Chairman of the Nomination Committee will send list of nominees to the other committee members and assign to them responsibilities to prepare a list of suitable candidates for interview.

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- 6.3. All the candidates are interviewed by at least a member of the Committee whose evaluations will be circulated to all the members of Nomination Committee. A target appointment date is then fixed.
- 6.4. The Committee will then have to review the profile of Board candidates and make a decision in recommending the appointment of Board candidate to the Board.
- 6.5. Based on the recommendation of the NC and upon review of the profile of Board candidate, the Board will then decide on the best candidate and approve it via the holding of a Board meeting or a Board resolution will be passed to appoint the candidate.
- 6.6. The written consent of the nominees to act if elected shall be secured.

The Committee shall regulate its own procedure to be followed in the discharge of its duties and responsibilities set out in section 5 above. The regulation and implementation of such procedure shall, as far as circumstances permit be in keeping with the principles and requirement of the Malaysian Code on Corporate Governance as amended from time to time and any re-enactment thereof.

**7. Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary at the expense of the Company.

**8. Succession Planning for Board and Senior Management**

The Committee shall:

- 8.1. keep under review the leadership needs of the Company, both Executive and Non-Executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 8.2. give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in future;
- 8.3. make recommendations to the Board concerning the succession plans for Executive Directors and in particular for the CEO and Senior Management (if any);
- 8.4. make recommendations to the Board concerning the re-appointment of any Non-Executive Director at the conclusion of his or her specified

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term of office, re-election of any Director under the retirement by rotation provisions in the Company's Constitution;

- 8.5. deliberate and make any necessary recommendations to the Board concerning the continuation in office, suspension or termination of service of any Director (subject, in the case of Company employees to the provisions of their service contracts, if any) due to appropriate reasons in accordance with the relevant laws and regulations; and
- 8.6. make recommendations to the Board concerning the continuation (or otherwise) in service of any Independent Director who has served consecutively or cumulatively more than nine (9) years.

**9. Minutes**

The Minutes of meetings of the Committee shall be circulated to all members of Committee and the Board. The minutes shall be kept at the registered office of the Company under the custody of the Secretary of the Company and shall be open for inspection by the Board. Any request by Management or other persons to inspect the minutes shall be subject to the approval of the Committee.

**10. General Meetings**

The Chairman of the Committee should attend the Annual General Meeting and/or general meetings to answer any shareholder questions on the Committee's activities.

**11. Reporting Responsibilities**

The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters with its duties and responsibilities.

The Committee shall make whatever recommendation to the Board it deems appropriate or any area within its remit where action or improvement is needed.

The Committee shall produce a report to be included in the Company's Annual Report about its activities in the discharge of its duties and the process used to make appointments and explain if external advice or open advertising has not been used.



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**12. Written Terms of Reference**

Written Terms of Reference of the Committee shall be maintained, on its authority and duties which shall include the selection and assessment of Directors and the Terms of Reference shall be made available on the Company's website.

**13. Periodic Review**

This Term of Reference shall be reviewed whenever necessary by the Nomination Committee. Any revision or amendment to this Terms of Reference, as proposed by the Committee or any third party, shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

This Term of Reference is dated 26 February 2024.