UNITED ASIAPAC ENERGY BERHAD

[Registration No. 202401042682 (1588527-T)]

(Incorporated in Malaysia)

NOMINATION COMMITTEE

Terms of Reference

Purposes

1. Ensuring a formal and transparent procedure for the appointment of new directors to the Board of Directors ("**Board**") of United AsiaPac Energy Berhad ("**United AsiaPac**" or "**the Company**") and assessing the Board's performance on an ongoing basis with the view to ensure that the Board has the appropriate size, composition, balance of skills, relevant expertise and experience to execute its duties and responsibilities.

2. Recommend and nominate to the Board, candidates for all directorships and Board Committees while ensuring their compositions meet the needs of the Company and its subsidiaries ("**the Group**").

3. Selecting, compensating, monitoring and overseeing succession planning on an ongoing basis.

Composition

1. The Nomination Committee ("**NC**" or "**the Committee**") of the Company shall be appointed from amongst the Board and shall:-

    (i) comprise no fewer than three (3) members;

    (ii) comprise exclusively Non-Executive Directors, a majority of whom are independent; and

    (iii) no alternate Director shall be appointed as a member of the NC.

2. <u>Retirement and resignation</u>

    If a member of the NC or Chairman of the NC resigns, dies, or for any reason ceases to be a member or Chairman resulting in non-compliance to the composition criteria as stated in paragraph 1 above, the Board shall within three (3) months of the event appoint such number of the new member(s) or Chairman of the NC respectively as may be required to fill the vacancy.

Chairman

The Chairman of the NC shall:-

1. be an Independent Director or the Senior Independent Director appointed by the Board from amongst the NC members and is not the Chairman of the Board;

2. chair all NC meetings but in the absence of the Chairman, the members of the NC can elect from amongst themselves as the Chairman of the NC meeting;

3. lead the succession planning and appointment of Board members; and

4. lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.

Secretary(ies)

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

2. 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. Unless otherwise agreed by the members and whenever necessary, the notice of each meeting confirming the venue, date and time together with the brief agenda of the meeting shall be circulated to all members and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.

Duties and Responsibilities

1. To source, recommend and nominate new candidate(s) for directorships and key senior management, the Nomination Committee ("NC") shall evaluate candidates based on the Company's Fit and Proper Policy, Conflict of Interest Policy and, in the case of Independent Non-Executive Directors ("INED"), their ability to effectively discharge the responsibilities expected of the role. Candidates may be identified through a wide range of channels, including recommendations from Directors, Management, Major Shareholders, as well as independent sources such as professional search firms, industry networks or databases. In its recruitment efforts, the NC shall actively consider women candidates. Where nominations rely primarily on internal recommendations, the NC will document its rationale and confirm that such candidates are appropriately qualified and suitable.

2. To recommend the Directors to sit on respective Board Committees.

3. To make appropriate recommendations to the Board on matters of renewal or extension of Directors' term and re-election of retiring Directors, contingent on a comprehensive evaluation of the Directors based on the performance, competency, commitment and contribution of the retiring Directors, and taking into consideration the current composition and the tenure of each Director on the Board.

4. To assess annually the independence of each of the independent Directors to ensure the independent Directors are continually fit and maintain independence all the time in order to provide scrutiny, objectivity and impartial judgement to the Board's decision-making.

5. To assess directors and key senior management on an ongoing basis, taking into account the performance of each individual in managing the Group's material sustainability risks and opportunities.

6. To assess the effectiveness and performance of the Board as a whole, the Board Committees and the contribution of each individual Director via a formal and objective annual evaluation.

7. To identify and recommend the appropriate continuing education/training programmes for the Board members and key senior management, and facilitate induction programmes for newly appointed Board members.

8. In developing its procedures and making recommendations to the Board, the NC will take into account of:-

    (a) the provisions in the Company's Constitution, the Companies Act 2016, the ACE Market Listing Requirements ("**Listing Requirements**") of Bursa Malaysia Securities Berhad

("**Bursa Securities**") and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;

(b) the need for the Board to operate an open and transparent appointment process; and

(c) the overall structure, size, diversity (including gender diversity), composition and balance of the Board.

9. To review succession planning of the Board, Board Committees and key senior management and to oversee the development of a diverse pipeline for the Board and management succession, including the future Chairman of the Board, Executive Directors and top senior management comprised C-Suite category executives (i.e. the Managing Director or Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, if any).

10. The Board, subject to the assessment of the NC, shall provide justification and seek annual shareholders' approval at an Annual General Meeting through a two-tier voting process in accordance with Guidance Note 5.3 of Malaysian Code on Corporate Governance in the event it intends to retain an Independent Director, a person who has served in that capacity for a cumulative term of nine (9) years.

11. To prepare and review the report of the NC in accordance with Rule 15.08A(3) of Listing Requirements.

12. The NC is to report promptly to Bursa Securities on any matter reported by it to the Board, which has not been satisfactorily resolved resulting in the breach of the Listing Requirements.

Meetings

1. The NC shall meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary, and report to the Board after each meeting. In the event issues requiring the Committee's decision arise between meetings, such issues may be resolved through written resolutions of the Committee. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any electronic means by all members of the Committee.

2. The Chairman or any member of the NC may call for additional meetings at any time at their discretion.

3. The quorum for a meeting shall be two (2) members and a majority of whom must be independent Directors.

4. The NC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the members of the NC a reasonable opportunity to participate, provided that at least one (1) of the NC members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

5. Other Board members and senior management, external auditors, internal auditors or both, excluding the attendance of other directors and employees of the Group, or with the external parties with relevant experience and expertise, whenever deemed necessary, may attend meetings upon the invitation of the NC.

6. The meeting and proceedings of the NC shall be governed by the provisions of the Constitution of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

7. 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. Each Committee member should abstain from discussion or voting on any resolutions in respect of the assessment of his/her performance or re-nomination as director.

8. Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding meeting. The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

Review and Revision of the Terms of Reference

1. The Terms of Reference will be reviewed annually or as and when required by the NC and recommendation be made to the Board for approval on any revision.

2. Document history is as tabulated:-

Version	Date of Board Approval	Implementation Date	Description
1	24 November 2025	24 November 2025	1st version of Terms of Reference