



**PGF CAPITAL BERHAD**  
**TERMS OF REFERENCE for**  
**Nominating Committee**

(Version 1: approved on 20 January 2025)

## **NOMINATING COMMITTEE**

### **Objectives**

The Nominating Committee of **PGF CAPITAL BERHAD** was formed by the Board on 25 January 2006. Its primary function, in line with the Malaysian Code on Corporate Governance, is to assist the Board in the following areas:

- a. Proposing new nominees for the Board; and
- b. Assessing the effectiveness of Directors.

### **Membership**

The membership of the Committee shall comprise exclusively Non-Executive Directors and shall be at least two in total.

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

The majority of the members of the Committee shall comprise Independent Non-Executive Directors.

### **Meetings**

The Committee shall meet at least once a year. More meetings may be conducted if the need arises. The quorum for a meeting of the Committee shall be two (2) members, present in person.

### **Secretary**

The Secretary of the Company shall be secretary of the Committee.

### **Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the PGF Capital Berhad's Group as and when it considers this necessary.

## **Duties**

The duties of the Committee shall be to:

- Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making the recommendations, the Committee will also consider candidates proposed by the Chief Executive Director and, within the bounds of practicability, by any other senior executive, Director or shareholder;
- Recommend to the Board, Directors to fill the seats on Board Committees;
- Review annually the required mix of skills and experience of the Board, including the core competencies which Non-Executive Directors should bring to the Board;
- Assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director; and
- Assess annually the effectiveness and performance of Executive Directors.

## **Minutes of meetings**

The Secretary of the Committee shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board