ADVANCE INFORMATION MARKETING BERHAD

Registration No. 200401006266 (644769-D)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR THE NOMINATING COMMITTEE ("NC")

1. OBJECTIVE

The primary objective of the NC is to establish and implement documented, formal and transparent nominating, evaluation and appointment procedures for Directors and principal officers.

2. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being independent. The Chairman of the Board shall not be a member of the NC.

The NC shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director.

No alternate Director shall be appointed as a member of the NC. The term of office and performance of the NC and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the NC resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

i) The NC is authorised to seek any information it requires from management of the Company in order to perform its duties.

ii) The NC is authorised to invite Directors, employees, and external consultants to attend and provide explanation in the meeting on matters within its scope of responsibilities.

iii) The NC is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference subject to the criteria in Paragraph 14 of the Board Charter.

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the NC shall undertake, amongst others, the following duties and responsibilities :

i) Conduct an annual review and recommend to the Board the size, structure and composition of the Board taking into consideration of the required mix of skills, experience and competency as well as the diversity in gender, cultural background, and age;

ii) Evaluate the effectiveness of the Board as a whole and individual Director's focusing on both historical and forward-looking considerations, contribution to the effectiveness of the decision-making process of the Board;

iii) Recommend to the Board the re-election / re-appointment of the Director to the Board pursuant to the provisions in the Company's Constitution. The annual re-election of a Director should be contingent on a satisfactory evaluation of the Director's performance and contribution to the Board;

iv) Review the tenure of each Director. The NC shall provide justification if retention of Independent Directors' tenure of more than nine (9) years;

v) Oversee the succession planning for Chairman of the Board, Executive Directors and principal officers by taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;

vi) Identify and make recommendations to the Board on new candidates for election / appointment to the Board or for filling Board vacancies as and when they arise. If the selection of candidates was based on recommendations made by existing Directors, the management or major shareholders, the NC should disclose their justification and why other sources were not used;

vii) Ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated are based on a prescribed set of criteria in the Group's Fit and Proper Policy;

viii) Ensure that orientation and education programmes are provided for new members of the Board;

ix) Review the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends, as well as the sustainability issues relevant to the Company and its business; and

x) Summarise and report its activities for the year and the disclosures under the ACE Market Listing Requirements and Malaysian Code on Corporate Governance 2021 covering:

   a) The application of its Fit and Proper Policy for Directors and principal officers with respect to their character, experience, integrity, competence and time to effectively discharge their roles;

   b) The policy on Board's composition having regard to the mix of skills, independence and diversity required to meet its needs;

   c) Board nominating and election process of Directors; and

   d) Assessment undertaken on the performance of its Board, Committees and individual Directors together with the criteria used and the outcomes of the assessment.

5. MEETINGS

The NC shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the NC shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meetings of the NC may be held and conducted through any modes of communication which allows all NCs and other invitees the opportunity to participate in the meeting. A member participating in the meeting and shall be counted in a quorum and be entitled to vote accordingly.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the NC, any other person required to attend and all other Non-Executive Directors, no later than seven (7) days before the date of the meeting. Discussion papers for the agenda shall be sent to NC Members and to other attendees as appropriate, at the same time.

6. QUORUM

The quorum for a meeting of the NC shall consist of at least two (2) members, the majority of members present must be Independent Non-Executive Directors.

7. SECRETARY AND MINUTES

The Company Secretary or other persons authorised by the Board shall act as the Secretary of the NC. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the NC and ensure that the minutes are properly kept and produced for inspection if required.

8. CIRCULAR RESOLUTION

A resolution signed by majority of the NC members shall be valid and effectual.

9. REVISION AND UPDATES

This Terms of Reference will be reviewed and updated periodically to ensure it remains consistent with the NC's objectives and responsibilities, current listing and regulatory requirements, and corporate governance best practices. Any updates and amendments will be recommended by the NC for the Board's approval.

This Terms of Reference was reviewed and adopted by the Board on 21 August 2026.

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