

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE**

**1. Objectives**

The principal objectives of the Nomination and Remuneration Committee (“NRC”) are:-

- (a) to assist the Board in nominating new nominees of Board members;
- (b) to assess the Board in overseeing the selection of, and assessing the performance of, the Directors of the Company on an on-going basis;
- (c) to assist the Board in assessing the remuneration packages of the Executive Directors;
- (d) to assess the performance of the Audit and Risk Management Committee; and
- (e) to assess the performance of the Independent Directors.

**2. Composition of Members**

The Board of Directors shall elect the NRC members from amongst themselves.

The NRC shall be composed exclusively of Non-Executive Directors, the majority of whom must be independent.

The term of office of the NRC shall be a period of three (3) years.

The NRC may be re-nominated and re-appointed by the Board of Directors from time to time.

**3. Chairman**

The Chairman of the Committee shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.

The Chairman of the NRC shall be elected from amongst the NRC members and approved by the Board of Directors.

In the absence of the Chairman, any one (1) of or the remaining Independent Non-Executive Director(s) shall be the Chairman for that Meeting.

**4. Secretary**

The Secretary of the NRC shall be the Company Secretary of the Company.

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE  
(CONT'D)**

**5. Meetings**

5.1 The NRC may meet for the despatch of business, adjourn and otherwise regulate its meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time, at his discretion.

5.2 The Secretary shall, on the requisition of the members of the NRC, summon a meeting of the NRC.

Except in the case of an emergency, reasonable notice of every NRC meeting shall be given in writing.

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 NRC, any other person required to attend and all other Non-Executive Directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to NRC members and to other attendees as appropriate, at the same time.

5.3 NRC members may participate in a meeting by means of a conference telephone or similar communications equipment, through which all persons participating in the meeting can hear and speak with each other.

A participant on a conference call 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 meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

Resolutions passed at such meeting shall be subsequently confirmed by the said resolutions being signed by all the members who participated at such meeting, and the said resolutions shall be as valid and effectual as if the resolutions had been passed at a meeting of the NRC duly convened, at which all participants were present in the same location.

**6. Quorum**

The quorum necessary for the transaction of business shall be two (2) members.

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE  
(CONT'D)**

**7. Scope and Fit and Proper Policy**

- 7.1 The Nomination Committee shall recommend to the Board, candidates for directorship, Board committees and senior executive positions such as chief executive officer/chief financial officer, based on the candidate's character, experience, integrity, competence and time commitment necessary for him to effectively discharge his role and duties as Director, chief executive officer and/or chief financial officer, whichever is applicable.
- 7.2 To review and evaluate on an annual basis with regards to the structure, size, balance and composition of the Board and Board Committees which complies with Chapter 15 of the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad ("ACE LR"), in ensuring that the Board and Board Committee are functioning efficiently and effectively.
- 7.3 In determining whether the person is fit and proper to be appointed/re-elected, the following criteria must be considered:
- (a) Character, Integrity and Reputation
- (i) Is compliant with legal obligations, regulatory requirements and professional standards;
  - (ii) Has not been obstructive, misleading or untruthful in dealings with regulatory bodies or court;
  - (iii) Has not perpetrated or participated in any business practices which are unethical, deceitful, oppressive and improper that discredit his professional conduct;
  - (iv) Has not been abusing his position that contravenes with the principles of good corporate governance;
  - (v) Has not been previously terminated for misconduct, bribery and matters concerning integrity;
  - (vi) Demonstrated the ability to manage his personal financial obligations satisfactorily, as and when they fall due;
  - (vii) Having a good reputation in the financial and business community; and
  - (viii) Has not been subject to civil or criminal proceedings or enforcement action for the past 10 years.

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE  
(CONT'D)**

(b) Competency and Experience

- (i) Possesses appropriate qualifications, training, skills, practical experience and commitment to effectively fulfill the role and responsibilities of the position;
- (ii) Possesses general management skills as well as an understanding of good corporate governance and sustainability issues;
- (iii) Consistently upgrades himself on professional development;
- (iv) Possesses leadership capabilities with a high level of emotional intelligence;
- (v) Possesses relevant experience and expertise; and
- (vi) Has the accountability to lead the organisation's governance, business performance and/or operations.

(c) Time and Commitment

- (i) Able to devote time as a Board member, having considered other obligations including concurrent Board positions held in other listed or non-listed entities, including non-profit organisations;
- (ii) Demonstrates willingness to devote time and effort to understand the business and provide active participation/contribution during Board meetings or other Board activities;
- (iii) Ability to review and assess any situation independently, objectively and constructively; and
- (iv) Open-minded and able to practice two-way communications and provide constructive feedback and/or judgement subsequently.

- 7.4 To recommend to the Board to fill up any vacancy on the Board, Board Committees, Chief Executive/Chief Financial Officer positions, and to determine/recommend to the Board on who will be retiring by rotation and by casual vacancy under the Company's Constitution to be put forward for reelection at annual general meetings.

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE  
(CONT'D)**

- 7.5 To ensure that the positions of the Chairman and Chief Executive Officer are held by different individuals and the Chairman shall be a non-executive member of the Board. The Nomination Committee shall ensure that the composition of the Board consists of at least a majority of Independent Directors if the Chairman is an executive member of the Board.
- 7.6 Assist the Board to implement a procedure to be carried out by the Nomination Committee for annual assessment on the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director, including Independent Non-Executive Directors and Managing Director and/or Chief Executive Officer. Conduct an annual review on the terms of office and performance of an audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference. All assessments and evaluation carried out by the Nomination Committee in the discharge of all its functions should be properly documented.
- 7.7 Review and assess the tenure of the Independent Directors to ensure their terms do not exceed a cumulative period of twelve (12) years, as prescribed under the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 7.8 To establish an appropriate framework at the Board level for succession planning and boardroom diversity, particular emphasis on gender diversity. The Nomination Committee should work with the Board to evaluate potential successors.
- 7.9 To provide adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as expectations of the Board with regards to their contribution to the Board and Group. To assess the sufficiency of training programs attended by the Board during the financial year to meet the ACE LR's requirements.
- 7.10 This Terms of Reference including the Fit & Proper Policy shall be assessed, reviewed and updated from time to time whenever deem necessary for approval by the Board.

**8. Reporting Responsibilities**

- 8.1 The NRC Chairman shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- 8.2 The NRC shall make whatever recommendations to the Board it deems appropriate on any area within its Terms of Reference and/or where action or improvement is needed.

**MALAYSIAN GENOMICS RESOURCE CENTRE BERHAD**  
[Registration No.: 200401014287 (652790-V)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION AND REMUNERATION COMMITTEE  
(CONT'D)**

8.3 The NRC shall report to the Board on its activities, based on these Terms of Reference.

**9. Other Matters**

The NRC shall be entitled to the services of a company secretary who must ensure that all appointments are properly made and that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, or other regulatory requirements.

**10. Authority**

The NRC is authorised by the Board to obtain, at the Company's expense, outside legal or other professional advice on any matters within its Terms of Reference.

**11. Review of The Terms of Reference**

This terms of reference will be reviewed and updated periodically in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Committee's responsibilities. Any amendments to this term of reference must be approved by the Board.

The written terms of reference will be made to the public on the Company's website.