



SUM TECHNOLOGY BERHAD
Registration No.: 202501003997 (1605410-T)

**TERMS OF REFERENCE OF NOMINATION
COMMITTEE**



TERMS OF REFERENCE OF NOMINATION COMMITTEE

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1. DEFINITION

- “Committee” : The nomination committee of the Company (“the Committee”).
- “Company” : **SUM TECHNOLOGY BERHAD** and by whatever name from time to time called.
- “CEO” : The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.
- “Group” : The Company and its subsidiary.
- “Listing Requirements” : Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
- “Board” or “Directors” : The directors for the time being of the Company or such number of them as have authority to act for the Company.
- “Designated Stock Exchange” : Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)] for so long as the shares of the Company are listed and quoted on the Bursa Malaysia Securities Berhad and/or such other stock exchange in respect of which the shares of the Company may be listed or quoted.
- “Secretary” : Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

2. DATE ESTABLISHED

The Committee was established on 24 September 2025.

3. OBJECTIVES

The principal objectives of the Committee are to assist the Board in their responsibilities in nominating new nominees to the Board and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.



4. COMPOSITION

The Board shall elect the Committee members from amongst themselves and it must be composed of no fewer than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether its members have carried out their duties in accordance with their terms of reference.

No alternate Director shall be appointed as a member of the Committee.

5. RETIREMENT AND RESIGNATION

In the event of any vacancy with the result that the number of members is reduced to below three (3), the vacancy shall be filled within three (3) months thereof.

6. CHAIRMAN

The Chairman of the Committee shall be elected from amongst the Committee members whom shall be an Independent Director or the Senior Independent Non-Executive Director identified by the Board.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Committee meeting.

7. SECRETARY

The Secretary of the Committee shall be the Company Secretary of the Company and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

8. MEETINGS

The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Committee summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

Other Board members and/or employees may attend the Committee meeting upon invitation of the Committee.

Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting.



The decision that gained the majority votes shall be the decision of the Committee. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

Member of Committee may participate in a meeting by means of conference telephone, conference videotape or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee.

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board. The Committee Chairman shall report on the proceeding of each meeting to the Board.

The minutes of the Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

The Committee members may inspect the minutes of the Committee at the registered office or such other place as may be determined by the Committee.

9. QUORUM

A quorum shall consist of two (2) members.

10. REPORTING

The Committee shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Committee shall report to the Board on any specific matters referred to it by the Board. The Secretary shall circulate the minutes of the Committee to all members of the Board.

11. AUTHORITY

The Committee, in accordance with a procedure or process to be determined by the Board and at the expense of the Company:

- (a) Shall annually review the required mix of skills and experience and other qualities, including core competencies, which non-executive and executive Directors should have.
- (b) Shall assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each



individual Director.

- (c) Shall be entitled to the services of a company secretary who must ensure that all appointments are properly made, 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 Listing Requirements or other regulatory requirements.

12. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are as follows:

- (i) to consider and recommend to our Board suitable candidates for appointment as Directors of our Company. In making a recommendation to the Board on the candidates for directorship, the Committee should use a variety of approaches and sources to ensure it is able to identify the most suitable candidates for board composition with the following qualities:
 - (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity; and
 - (d) in the case of candidates for the position of Independent Non-Executive Director, the Committee shall also evaluate the candidates' ability to discharge such responsibilities / functions as expected from Independent Non-Executive Directors;

The Committee shall disclose the method of how the board positions were sourced, including, whether such candidates were recommended by the existing directors, members of senior management, or major shareholders and be noted in the meeting minutes.

- (ii) to annually review, or as required, the correct mix of skills, business and professional experiences including diversity in terms of gender, ethnicity and age that should be added to our Board, and to ensure that all our Directors undergo appropriate introduction and training programmes;
- (iii) to appraise each individual Director including Independent Non-Executive Director(s) as well as the Executive Director(s) in terms of his experience, knowledge, credibility and credentials, and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of our Company. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented;
- (iv) to examine the ability of each Director to contribute to the effective decision-making process of our Board and ensure that our Board is functioning actively, efficiently and effectively in all its decision making;



- (v) to review annually, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such Audit and Risk Management Committee and members have carried out their duties in accordance with their terms of reference;
- (vi) to assess the effectiveness of our Board and the Committees as a whole;
- (vii) to review and assess the independence of the Independent Non-Executive Directors of our Company;
- (viii) to recommend our Board concerning the re-election/re-appointment of Director to our Board pursuant to our Company's Constitution; and
- (ix) to carry out such other functions or assignments as may be delegated by our Board from time to time.
- (x) to review the tenure of an independent director if the terms are about to exceed the term limit of nine years.
 - (a) The tenure of an independent director shall be limited to nine years. If the board intends to retain an independent director beyond nine years, justification shall be presented to the shareholders and approval shall be sought during the annual shareholder meeting through a two-tier voting process.

13. ELECTED MEMBERS

For information on the current members of the Committee, please refer to the **Corporate Information** section, under "**Investor Relations**" on the Company's corporate website at <https://sum.technology/>

14. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the members of the Committee for the time being shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

Any such resolution may consist of several documents in like form each signed by two (2) or more of the members of the Committee. Any such documents may be accepted as sufficiently signed by a Committee if transmitted to the Company by facsimile or electronic mail or digital written message to include as a signature of a member of the Committee.

15. REVIEW OF THE TERMS OF REFERENCE

The Committee shall recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements or any other



regulatory requirements. It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the Committee's role.

This Terms of Reference was adopted by the Board on 20 January 2026.

[This concludes the Terms of Reference of Nomination Committee]