



# **RADIUM DEVELOPMENT BERHAD**

(Registration No. 201301009006 (1038848-V))

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

<b>VERSION</b>	<b>EFFECTIVE DATE</b>
<b>1</b>	<b>1 MARCH 2023</b>

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(Incorporated in Malaysia)

Terms of Reference of Nomination Committee

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**1. INTRODUCTION**

The Nomination Committee (“NC” or “the Committee”) was formed by the Board of Directors (“the Board”) of Radium Development Berhad (“Radium” or “the Company”) on 28 February 2023.

This Terms of Reference of the Committee is established pursuant to the Main Market Listing Requirements and approved by the Board.

The Committee is responsible for ensuring the Board has the appropriate balance and size, and recommending the right candidates with the necessary mix of skills, experience and competencies to be appointed to the Board. To achieve this, the Fit and Proper Policy was established and adopted to guide the Committee and the Board in the nomination and election of Directors.

The existence of the Committee does not diminish the Board’s ultimate statutory and fiduciary responsibility for decision-making relating to the functions and duties of the Committee.

**2. DEFINITIONS**

In this Terms of Reference, unless the context otherwise requires, the following abbreviations shall have the meanings set forth opposite such expressions: -

Bursa Securities	:	Bursa Malaysia Securities Berhad
CC	:	Company’s Constitution
Co Act	:	Companies Act, 2016
Radium or the Company	:	Radium Development Berhad
MCCG	:	Malaysian Code on Corporate Governance
MMLR	:	Main Market Listing Requirements

Words importing the masculine gender only, include the feminine gender;

**3. COMPOSITION**

3.1 The Committee shall comprise of not less than three (3) members.

3.2 All members must be Non-Executive Directors and a majority of whom must be Independent Directors. Each member shall devote sufficient time to carry out the responsibilities and duties as a member of the Committee.

3.3 The Committee shall be chaired by an Independent Director who shall be responsible for the conduct of the meetings. The Chairman of the Committee shall be approved by the Board.

3.4 The Company Secretary of the Company shall act as the Secretary of the Committee.

**4. FUNCTIONS & RESPONSIBILITIES OF THE COMMITTEE**

4.1 The Committee will: -

- (a) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board and Board Committee vacancies as and when they arise.

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The Committee may utilise independent sources to identify a suitably qualified candidate. The Committee shall nominate or appoint a gender diverse Board.

- (b) Evaluate the balance of skills, knowledge and experience (in terms of age, cultural background and gender) on the Board and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment of Director.
- (c) Evaluate the Board Committees and the contribution and performance of the individual Directors for the effective and efficient functioning of the Board and the Board Committees.
- (d) Appraise each individual Director and Chairman of the Board including Independent Non-Executive Directors as well as the Group Managing Director 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 the Company. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.
- (e) Review whether the Non-Executive Director is spending enough time to fulfil their duties.
- (f) Consider candidates from a wide range of professional backgrounds and look beyond the “usual selection criteria”.
- (g) Give full consideration to succession planning of the Board and Senior Management in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future.
- (h) Regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and Board Committee and make recommendations to the Board with regard to any changes.
- (i) Regularly review and assess the independence of an Independent Director.
- (j) Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensure the continued ability of the organisation to compete effectively in the marketplace.
- (k) Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, Committee service and involvement outside Board meetings.
- (l) Ensure that the Company provides an induction programme for newly appointed Directors which aims at communicating to the newly appointed Directors, the Company's vision and mission, its philosophy and nature of business, current issues within the Company, the corporate strategy and the expectations of the Company concerning input from Directors.

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- (m) Review the directors' continuing education programmes for existing members of the Board and arrange for the attendance of suitable training programmes, where necessary.
- (n) Review the performance of the Audit and Risk Management Committee ("ARMC") annually to determine whether the ARMC and its members have carried out their duties in accordance with their terms of reference.
- (o) Assess the effectiveness of the Board as a whole and the Committees of the Board.
- (p) The Committee may at a reasonable cost also engage independent professional advisors or service providers as it deems appropriate in order to carry out its functions and responsibilities.
- (q) Any other duties as may be agreed by the Committee and as directed by the Board.

4.2 The Committee will make the following recommendations to the Board:

- (a) As regards plans for succession for Directors to maintain an appropriate balance of skills on the Board;
- (b) As regards the re-appointment of any Non-Executive Director at the conclusion of their specified term of office;
- (c) Concerning the re-election by shareholders of any Director under the retirement by rotation provisions in the Company's Constitution;
- (d) Concerning any matters relating to the continuation in office of any Director at any time; and
- (e) Concerning the appointment of any Director to executive or other office other than to the positions of Chairman and Managing Director, the recommendation for which would be considered at a meeting of the Board.

4.3 In the event the Board appoints a new Chairman, the Committee will be guided by the following principles prior to making recommendations to the Board: -

- (a) That a systematic evaluation be undertaken to identify the skills and expertise required for the role.
- (b) That all short-listed candidates be considered with the possibility of obtaining external advice, if necessary.

## **5. MEETING**

5.1 The Committee shall meet as required, at least once (1) a year and such other time(s) as it deems necessary for the Committee to fulfil its responsibilities.

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- 5.2 A meeting may be held by way of tele-conferencing, video-conferencing or other telecommunication means, which permits all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at such meeting and shall be counted in a quorum and be entitled to vote.
- 5.3 The quorum for the Committee meeting shall be at least two (2) members present at the meeting, one of whom must be an Independent Director.
- 5.4 The Committee shall ensure that adequate time is allocated for the Committee meeting to ensure due attention is accorded to matters discussed.
- 5.5 The Chairman of the Committee or the Secretary, on the requisition of a member shall at any time summon a meeting of the Committee by giving reasonable notice. The agenda and papers for meetings should be furnished to the members of the Committee at least five (5) clear days prior to the meetings, to enable them to prepare for these meetings.
- 5.6 The Chairman of the Committee shall chair the Committee meetings and, in his absence, the members present shall elect among themselves, a Chairman of the meeting.
- 5.7 The Committee may invite other members of the management or professional advisors to attend the Committee meetings where the Committee considers their presence necessary.
- 5.8 Any decision to be taken shall be decided by a majority of votes and in the case of equality, the Chairman of the meeting shall have a casting vote.
- 5.9 The Committee may also deal with matters by way of circular resolutions.
- 5.10 All reports, recommendations and findings of the Committee shall be submitted to the Board for approval.
- 5.11 Every meeting of the Committee must be recorded either by the Company Secretary or any other person approved by the Committee to take minutes and such minutes must be signed by the Chairman of the meeting as evidence that the meeting was duly convened and held.

**6. DISCLOSURE**

- 6.1 The Committee shall assist the Board in making the required disclosure concerning the activities of the Committee for inclusion in the Annual Report.

**7. REVIEW OF TERMS OF REFERENCE**

- 7.1 These Terms of Reference may be revised or amended from time to time as and when required to meet good corporate governance practices.
- 7.2 All amendments to the Terms of Reference of the Committee must be approved by the Board.

- 7.3 The Terms of Reference are made available for reference on the Company's website at [www.radiumdevelopment.com](http://www.radiumdevelopment.com).