ALDRICH RESOURCES BERHAD [Registration No. 200101019222 (554979-T)]
Nomination Committee: Terms of Reference

1. Introduction

1.1 The Nomination Committee's ("**NC**" or the "**Committee**") Terms of Reference ("**TOR**") sets out the requirements of the Board of Directors (the "**Board**") of Aldrich Resources Berhad ("**Aldrich**" or the "**Company**") towards the establishment of a NC and the delegation of responsibilities to such a Committee.

2. Functions

2.1 The NC's TOR is established pursuant to the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Listing Requirements**") and is approved by the Board.

2.2 The purpose of the NC is to assist the Board in fulfilling its roles and responsibilities in regard to the following:

2.2.1 Composition of the Board, the Board Committees, all Directorships and the key management personnel of the Company ("**Key Management**");

2.2.2 Nomination and election process and appointment and re-appointment/re-election process;

2.2.3 Contribution and commitment of Directors;

2.2.4 Letter of Appointment;

2.2.5 Induction and Training programmes;

2.2.6 Board assessment;

2.2.7 Review the term of office and performance of Audit and Risk Management Committee, Remuneration Committee; and

2.2.8 Succession Planning.

3. Members

3.1 Membership and the Chairman of the NC shall be appointed by the Board and shall comprise not less than three (3) members who shall be appointed from among the Directors of the Board.

3.2 All the members of the NC must be Non-Executive Directors and a majority of whom must be Independent Directors free from any business or relationship that in the opinion of the Board would materially interfere with the exercise of his/her independent judgement as a member of the Committee.

3.3 Members of the NC may relinquish their membership in the NC with prior written notice to the Company Secretary(ies). The NC will review and recommend to the Board for approval, another candidate to fill up such vacancy.

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

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

3.6 The Chairman of the Board shall not be a member of the NC.

4. Powers and authority

4.1 The Board authorizes the NC, within the scope of its duties and responsibilities set out in this TOR to:

4.1.1 acquire the resources which are required to perform its duties;

4.1.2 have full and unrestricted access to information, records, properties and personnel within the Group;

4.1.3 obtain relevant internal and external independent professional advice to assist in the proper discharge of its roles and responsibilities, as it deems necessary; and

4.1.4 have access to the advice and services of the Company Secretary(ies).

5. Secretary of the NC

5.1 The Company Secretary(ies) or his/her representative shall act as secretary of the NC (the "**Secretary**").

5.2 The Secretary shall be present to record proceedings of the NC meetings.

5.3 The Secretary shall have the following responsibilities:

5.3.1 ensure all meetings are arranged and held accordingly;

5.3.2 draw up meeting agenda in consultation with the Chairman and circulate the agenda together with the relevant papers at least seven (7) days prior to each meeting to enable full and proper consideration be given to issues;

5.3.3 prepare the minutes of the NC meetings and record the conclusions of the NC in discharging its duties and responsibilities;

5.3.4 ensure the minutes are endorsed by the Chairman before circulating promptly to all members of the NC and make the same available to Board members who are not members of the NC; and

5.3.5 ensure that the minutes of the NC meetings are properly kept and produced for inspection if required.

6. Meeting guidelines of the NC

6.1 In order to form a quorum, a minimum two (2) members must be present. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

6.2 The NC shall meet a minimum of one (1) time a year. Additional meetings shall be held as and when the NC or the Chairman of the NC decide. The NC meetings shall be governed by the provisions of the Company's Constitution relating to Board meetings unless otherwise provided for in this TOR. The NC may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.

6.3 NC may request other Directors, members of Board committees/management, counsels and consultants when applicable and necessary to participate in the meetings, to assist in carrying out the NC's responsibilities.

6.4 A member of the NC shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him/her. Where this causes a lack of quorum, the NC shall appoint another candidate(s) who meets the membership criteria.

6.5 A member of NC may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

6.6 The notice and agenda for each NC meeting shall be sent to all members of the NC and any other persons who may be required to attend.

6.7 The Chairman of the NC shall report to the Board on any matter that should be brought to the Board's attention and provide recommendations of the NC that require the Board's approval at the Board meeting.

6.8 The Committee shall regulate the manner of proceedings of its meetings, having regard to normal conventions on such matter. A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members.

7. Duties and responsibilities

7.1 Election and Re-election Process

7.1.1 Composition of the Board, Board Committees and all Directorships of the Company:

a) to assist the Board in the effective discharge of its responsibility to ensure that the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;

b) review and recommend to the Board the policy on Board composition in respect of mix of skills, knowledge, experience, expertise, independence, diversity(including gender, ethnicity and age) and core competencies needed to facilitate effective functioning of the Board;

c) draw up, review and recommend to the Board the Policy on Independence and Conflict of Interest.

d) to periodically review the composition of the Board and the tenure of each Director, and to ensure that the re-election of Directors is subject to a satisfactory evaluation of their performance and contributions to the Board.

e) recommend to the Board the re-election of Directors retiring pursuant to the Company's Constitution and ensure that shareholders are provided with a statement on whether the Board supports the re-election.

7.2 Employment Contracts

7.2.1 review and recommend to the Board the appointment of any Executive Directors and Key Management of the Company;

7.2.2 review and recommend to the Board the extension of contracts of Chief Executive Officer, Executive Directors and Key Management and any other person to the Board;

7.2.3 review and recommend to the Board any matters relating to continuation, extension, suspension or termination of Chief Executive Officer, the Executive Directors and Key Management.

7.3 Nomination and Appointment process

7.3.1 to ensure appropriate selection criteria and processes and to identify and recommend to the Board, candidates for directorships of the Company and members of the relevant Board committees. In identifying suitable candidates, the NC shall endeavour not to rely solely on recommendations from the existing Directors, Management or major shareholders and, where appropriate, will consider utilising independent sources to identify suitably qualified candidates;

7.3.2 develop and review criteria used in the appointment/recruitment of Chief Executive Officer, Chief Financial Officer and recommend to the Board for approval;

7.3.3 recommend to the Board the criteria for identifying a Senior Independent Non-Executive Director;

7.3.4 recommend to the Board for its approval, candidates for the Board, Senior Independent Non-Executive Director and Board Committees of the Company including the Chairman. The NC shall assess each candidate in accordance with the Company's Director's Fit and Proper Policy and shall consider the prospective Director's character, experience, skills, expertise, core competencies, integrity and time commitment, number of directorships and external obligations.

7.4 Induction and Training Programmes

7.4.1 recommend suitable orientation/induction, educational and training programmes to continuously train and equip the existing and new Directors and to ensure a statement is made in the Annual Report by the Board containing a

brief description on the type of training attended by Directors during the financial year.

7.5 Board Assessment

7.5.1 assess on an annual basis, the effectiveness of the Board as a whole, the fitness and propriety of the individual Directors, the Board committees and the contributions of each Director, the Chief Executive Officer, including their performance in addressing the Company's material sustainability risks and opportunities, and maintain proper documentation of such assessment;

7.5.2 assess the findings of the Board assessment and take appropriate actions to address any shortcomings identified from the assessment and table to the Board for review and approval;

7.5.3 review on an annual basis, the independence of Independent Directors with reference to the definition of "Independent Director" as stipulated by Rule 1.01 of the Listing Requirements and recommend to the Board. The tenure of an Independent Director shall not exceed a cumulative period of twelve (12) years from the date of his/her first appointment as an Independent Director of the Company or any of its related corporations . Upon completion of a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board subject to the re-designation as a Non-Independent Director, or be retained as an Independent Director subject to the following :

a) assessment by the NC, regarding the independence and contributions; and

b) shareholders' approval through a Two-tier Voting Process in a general meeting, where the Board must provide its justification on the recommendation.

7.6 Review the term of office and performance of Audit and Risk Management Committee ("ARMC") and Remuneration Committee ("RC")

7.6.1 review the term of office and performance of ARMC and RC, and each of its members annually to determine whether such committees and members have carried out their duties in accordance with their terms of reference.

7.7 Succession Planning

7.7.1 review and oversee a succession planning framework for the Board and Board Committee members, Board of the subsidiaries and Key Management.

8. Disclosure on NC's activities

8.1 NC must ensure that Aldrich provides in its annual report a statement about the activities of the NC in the discharge of its duties for the financial year. The statement must include the application of the Company's Directors' Fit and Proper Policy in the nomination and election of its Directors in accordance to the requirements as set out in Rule 2.20A of the Listing Requirements and contain the following information:

8.1.1 the policy on board composition having regard to the mix of skills, independence and diversity (including gender diversity).

8.1.2 the board nomination and election process of directors and criteria used in the selection process.

8.1.3 assessment undertaken by the NC in respect of the Board, Board Committees and individual directors together with the criteria for such assessment.

8.2 Written TOR

8.2.1 NC must have a written TOR which deal with its authority and duties and such information must be made available on the Company's website.

9. Revision of TOR

9.1 Any revision or amendment to this TOR shall first be presented to the Board for its review and approval.

9.2 Upon the Board's approval, the said revision shall form part of this TOR and shall be considered duly revised or amended.

9.3 Where necessary, this TOR will be reviewed and updated to ensure it remains consistent with the NC's objectives and responsibilities

10. Approval

10.1 This TOR was reviewed and approved by the Board of Directors on 20 October 2026.