

**TOPVISION<sup>®</sup>**  
**EYE SPECIALIST CENTRE**  
**明亮眼科专科中心**

Top Vision Is Our Mission, 視界因我們天天明亮<sup>®</sup>

---

**TERMS OF REFERENCE**  
**NOMINATION AND REMUNERATION**  
**COMMITTEE**  
**(“NRC”)**

<b>DATE ADOPTED BY THE COMPANY:</b>	29 March 2024
<b>VERSION:</b>	1.0

## 1. MEMBERSHIP

- 1.1 The Board of Directors of TOPVISION Eye Specialist Berhad (“**Board**”) shall nominate and appoint suitable members of the Board to assume the role and position in the Company’s NRC.
- 1.2 The NRC shall consist of not less than three (3) members. All the members shall be non-executive directors, the majority of whom must be independent.
- 1.3 The NRC shall refresh the composition of the Board periodically.
- 1.4 The NRC shall refer to the Director’s Fit and Proper Policy that sets out the criteria for the purpose of establishing whether a person is fit and proper to hold a key responsible person position in the Company.

## 2. CHAIRMAN OF THE NRC

- 2.1 The Chairman of the NRC shall be an Independent Director who is appointed by the Board. In the absence of the NRC Chairman, the present NRC members shall elect one of its members to chair the meeting.
- 2.2 The Chairman of the Board shall not be the Chairman or a member of the NRC.

## 3. SECRETARY

- 3.1 The Company Secretary or his nominee shall act as the secretary of the NRC.
- 3.2 It is the responsibility of the Company Secretary to circulate and keep all meeting notices, minutes, communications, meeting materials and any other important documents, in a timely and orderly manner.

## 4. QUORUM AND ATTENDANCE

- 4.1 In order to form a quorum, there must be at least two NRC members present.
- 4.2 Upon meeting the quorum, the NRC meeting is considered to be competent for the exercise of its powers, authorities and discretions vested upon it.
- 4.3 Any member of the NRC may participate in a meeting via video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the said meeting and shall be counted in a quorum and entitled to vote accordingly.

## 5. FREQUENCY OF MEETINGS

- 5.1 The NRC shall meet at least once a year or more frequently as deemed necessary.

## 6. NOTICE OF MEETINGS

- 6.1 A meeting shall be called by the Company Secretary at the request of the NRC Chairman based on planned calendar dates.
- 6.2 The Company Secretary shall circulate the notice with confirmed meeting venue, date and time to all the NRC members including the agenda items and the supporting meeting materials, no later than five (5) business days prior to the date of the meeting.

## 7. MINUTES OF MEETINGS

- 7.1 The meeting proceedings, deliberations and resolutions made must be captured in the meeting minutes to be prepared by the Company Secretary.
- 7.2 Minutes of the NRC meeting shall be confirmed and signed by the Chairman of the meeting and circulated to all the members of the NRC in a timely manner.
- 7.3 The Chairman of the NRC shall decide to circulate the minutes of the meeting to the members of the Board or agree to give a copy of the minutes to any Director upon receiving a written request, provided that there is no conflict of interest.

## 8. DUTIES AND RESPONSIBILITIES

- 8.1 The NRC shall consider, discuss and deliberate on relevant matters that focus on the leadership needs of the Company in ensuring continued ability, capacity and capability to maintain sustainability and compete effectively in the industry.

- 8.2 The following are the duties and responsibilities of the NRC:

**A. *In respect to nomination matters:***

- i. To establish, maintain and review the criteria to be assessed during the recruitment process and the annual assessment of the Company's Directors.
- ii. To identify, screen and consider suitable candidates, as and when there is a need to fill Board vacancies or to increase the number of directorships in the Company.
- iii. To recommend candidates that have integrity in addition to the required skills, knowledge, expertise, experience, competent professional and who are able to fully commit, perform and contribute towards the growth of the Company. In recommending a candidate for an Independent Director, he/ she should also have the ability to discharge such responsibilities expected from an Independent Director.
- iv. To recommend Directors who are retiring by rotation and to be put forward for re-election.

- v. To review and assess the effectiveness of the Board of Directors as a whole and also individually. In the discharge of all its functions, all assessments and evaluations must be carried out fairly and objectively and would be properly documented.
- vi. To review annually the term of office, performance and effectiveness of the Audit and Risk Management Committee as a whole as well as its individual Committee Member in carrying out their duties in accordance with the approved terms of reference.
- vii. To assess and evaluate the independence of the Independent Directors.
- viii. To assess annually the training needs of each Director to ensure they have access to appropriate and meet its continuing education programme needs.
- ix. To ensure newly appointed Directors are properly onboarded with briefing on relevant processes and procedures, expectations and are provided with the required education and familiarisation programme to understand the culture and operations of the Company and the Group.
- x. To review the tenure of an independent director if the terms are about to exceed the term limit of nine years.
- xi. To consider candidates for Directorship referred by the ex-Executive Chairman/ Chief Executive Officer (“CEO”) or the Management, major shareholders, business associates that are within the bounds of practicability, and/or candidates obtained from independent search firms and other independent sources. If the NRC intends to consider a referred candidate, the NRC shall deliberate at the NRC meeting, as well as at the Board of Directors Meeting, on the candidate’s sufficiency including any possible implication and future perceived contribution to the Board.
- xii. To ensure that ethnicity, gender and age group diversity are being considered as part of the recruitment exercise.
- xiii. To recommend nominees to the Board to fill the seats on Board Committees.
- xiv. To act in line with the directions of the Board.
- xv. To consider and assess all related matters to NRC where it considers appropriate or as directed by the Board.

***B. In respect to remuneration matters:***

- i. To consider and recommend a suitable Remuneration framework for Directors and members of Management for Board’s approval.
- ii. To align Company’s long-term interest with the remuneration and incentive packages offered to the members of the Board and the Management as a way to remain competitive and to attract right talent for the different roles.

- iii. To ensure the remuneration package of the Executive Directors and Management are fair and commensurate with the skills and responsibility expected in performing the functions, roles and duties in running the company efficiently and effectively.
- iv. For Non-Executive Directors, the offered fee and allowance should be reflective of the amount of time and depth of experience required for each of the Director to meet the expectations and fully discharge their duties and responsibilities during their tenure.
- v. To adequately evaluate performance of individual Executive Director and Management based on their remuneration and contribution towards meeting Company's and individual's targets.
- vi. Directors should rightfully abstain from discussing their own remuneration when discharging their duties.
- vii. To review and recommend to our Board, on annual basis, in relation to the remuneration structures of all Executive Directors, non-executive Directors and Key Senior Management in all forms.

## 9. AUTHORITY

- 9.1 The NRC shall have access to information and resources deemed appropriate for the discharge of its responsibilities to the company.
- 9.2 The NRC may in assessing its performance against its terms of reference, request for an independent professional advice or to give independent view on specific area, at the company's expense.

## 10. REPORTING TO THE BOARD

- 10.1 After each meeting, the Chairman of the NRC shall report on its proceedings to the Board. Any recommendation presented for action and improvement by the NRC shall be made based on the purview within its duties and responsibilities that have been delegated by the Board.

## 11. REVIEW OF THE WRITTEN TERMS OF REFERENCE

- 11.1 The Board has approved the Terms of Reference of the NRC on 29 March 2024 and remains effective until the next review.
- 11.2 A periodic review will be undertaken to reflect any applicable changes within the Company and any development in the relevant laws, rules, and regulations to enable the Board to discharge its duties and responsibilities effectively.
- 11.3 Any updates to the provisions set out in this Terms of Reference shall be made available on the Company's website [www.tvesc.com](http://www.tvesc.com).