

TERM OF REFERENCE OF NOMINATION COMMITTEE

Objective

The objective of the Nomination Committee is to identify and recommend to the Board of Directors (“the Board”) the suitable nominees for appointment to the Board and Board Committees.

Composition

The Nomination Committee shall be appointed by the Board, composed exclusively of non-executive Directors, a majority of whom are independent.

The Committee shall comprise of no fewer than 3 Board members.

The members of the Committee shall elect a Chairman from among their number.

In the event that a member of the Committee vacates office resulting the total number to reduce to below 3, the Board shall appoint a new member to make up the minimum number of 3 members immediately.

Meeting

The Nomination Committee shall meet at least once a year and such additional meetings as may be required for the Committee to fulfil its duties. In addition, the Chairman may call a meeting if a request is made by the Committee member.

At all meetings of the Committee, the Chairman of the Committee shall preside. The Chairman may appoint a Secretary to record the proceedings of all meetings and administration of the affairs of the Committee.

A quorum shall consist of a majority of the members of the Committee. No business shall be transacted at any meeting unless a quorum is present.

Authority

The Nomination Committee is authorised to be supplied in a timely manner with information in a form and of a quality appropriate to enable it to carry out its duties effectively.

The Committee may also obtain direct access to the advice and the services of the Company Secretary who is responsible for ensuring that Board procedures are followed.

Duties and responsibilities

The duties and responsibilities of the Nomination Committee are as follows:

- to identify and recommend to the Board suitable nominees for appointment to the Board and Board Committees;
- to assess the effectiveness of the Board, its Committees and the contribution of each Director on an annual basis;
- to review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary;
- to consider in making its recommendations, candidates for Directorships proposed by the Chief Executive Officer or any other senior executive or any Director or shareholder;
- to assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which non-executive Directors should bring to the Board;
- to recommend to the Board for continuation (or not) in service of executive Director(s) and Directors who are due for retirement by rotation;
- to formulate the nomination, selection and succession policies for the members of the Board, Board Committees, Senior Independent Non-Executive Director and key managements as may be required from time to time, taking into consideration the Gender Diversity Policy encouraged by Bursa Securities;
- to make recommendations to the Board for appointments to fill casual vacancies;
- to develop and recommend to the Board action plan for improvement on areas identified in the Board's effectiveness evaluation, where applicable;
- to review the required mix of skills, experience and other qualities of the Board annually; and
- to ensure that orientation and education programmes are provided for new members of the Board.

Modification

The terms and provisions herein contained are subject to revision by way of modifications, additions or otherwise as the Board may in its discretion deem fit from time to time.