

## **Terms of Reference of the Nomination Committee**

### **1. MEMBERSHIP**

The members of the Committee shall comprise exclusively of Non-Executive Directors a majority of whom are independent and at least 3 members in total.

The majority of the members of the Committee shall comprise Independent Directors.

### **2. CHAIRMAN**

The Chairman of the Committee shall be a Non-Executive Director appointed by the Board.

### **3. QUORUM**

The quorum of the committee shall be at least two members.

### **4. DUTIES**

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

- i) To recommend to the Board, candidates for all directorships and to review the Board's policies and procedures for selection of Board Members. In making the recommendations the Committee should also consider candidates proposed by the Managing Director/Chief Executive Officer, and within the bounds of practicability, by any other senior executive, Director or shareholder consider the candidates':
  - skills, knowledge, expertise and experience;
  - professionalism and integrity;
  - commitment (including time commitment) to effectively discharge his/her role as Director and contribution;
  - background, character, integrity and competence;
  - boardroom diversity including gender, age and ethnicity diversity; and

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- in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- ii) To recommend to the Board, directors to fill the seats on board committees;
- iii) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The criteria, nomination and election process should be disclosed in the Annual Report as appropriate;
- iv) To review annually the required mix of skills and experience of the Board, including the core competencies which non-executive directors should bring to the Board. This should be disclosed in the Annual Report of the Company.
- v) To assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director including his/her time commitment to effectively discharge his/her role as a director including character experience and integrity. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented and to disclose details in the Annual Report as appropriate;
- vi) To assess annually the independence of its independent directors. This activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of independent directors;
- vii) To review, recommend and ensure training and orientation needs/requirements for each individual Director and to disclose details in the Annual Report as appropriate; and
- viii) To assess annually the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.

## 5. MINUTES

The minutes of meetings of the Committee shall be circulated to all members of the Board and the Secretary to the Committee shall keep the minutes of the meetings.

**6. REVISION OF THE TERMS OF REFERENCE**

This Terms of Reference shall be reviewed regularly.

A copy of this Terms of Reference should be uploaded onto the Company's website.