

APPENDIX H**TERMS OF REFERENCE OF
NOMINATION COMMITTEE****1. Composition of members**

- 1.1 The Board shall appoint the Nomination Committee members from amongst its Directors. The Nomination Committee must be composed of no less than three (3) members, all of whom must be non-executive directors, with a majority of them being independent directors.
- 1.2 The appointment of a Nomination Committee member terminates when the said member ceases to be a Director or as determined by the Board. Members of the Nomination Committee may relinquish their membership in the Nomination Committee with prior written notice to the Secretary(ies) and may continue to serve as Directors of the Company.
- 1.3 Where the members of the Nomination Committee for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to fill the vacancy.

2. Chairperson

- 2.1 The members of the Nomination Committee shall elect a Chairperson amongst themselves who is an independent director or the senior independent director identified by the Board.

3. Secretary(ies)

- 3.1 The Company Secretary(ies) shall be the Secretary(ies) of the Nomination Committee.

4. Meetings

- 4.1 The Nomination Committee shall meet as the need arises, provided that the Nomination Committee shall meet at least once a year.
- 4.2 The Chairperson of the Nomination Committee, or the Secretary(ies) on the requisition of the members, shall at any time summon a meeting of the members by giving five (5) days' notice unless the Nomination Committee waives such requirement. The agendas for the meeting shall be the responsibility of the Nomination Committee Chairperson with input from the members.
- 4.3 Attendance at a meeting may be by being present in person or by participating in the meeting via video or telephone conferencing.
- 4.4 The Nomination Committee may at their discretion and as and when the need arises, invite other Directors/key executives/persons to attend the meeting of the Nomination Committee, to carry out the Nomination Committee's responsibilities.
- 4.5 Questions arising at any meeting of the Nomination Committee shall be decided by a simple majority vote, each member present having one (1) vote. In the case of equality of votes, the Chairperson of the Nomination Committee shall have a second or casting vote.

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4.6 The interested Director shall excuse himself/herself from the meeting and shall abstain from the deliberation and voting in respect of his/her own nomination at the Nomination Committee level and Board level. However, he/she may attend the Nomination Committee meetings on the invitation of the Chairperson of the Nomination Committee if his/her presence is required.

4.7 The Nomination Committee may deal with matters by way of a circular resolution in writing, in lieu of convening a formal meeting. The circular resolution shall be as valid and effectual as if it has been passed by a meeting of the Nomination Committee duly convened. Approval of the Nomination Committee obtained by way of circular resolution must be signed and approved by all its members.

4.8 All recommendations and findings of the Nomination Committee shall be submitted to the Board for approval. Upon such approval, the Secretary(ies) shall distribute to each member a copy of the said approval.

5. Minutes

5.1 Minutes of each meeting shall be kept at the registered office of the Company under the custodian of the Company Secretary(ies). The Minutes shall be opened for the inspection of the Board, external auditors, internal auditors, management and other persons deemed appropriate by the Company Secretary(ies).

5.2 The minutes of the Nomination Committee meeting shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

6. Quorum

6.1 The quorum for the meeting of the Nomination Committee shall be two (2) members. In the absence of the Chairperson of the Nomination Committee, the other members of the Nomination Committee present shall, amongst themselves, elect a Chairperson who must be an independent director, to chair the meeting.

7. Authority

7.1 The Nomination Committee is not authorised to implement its recommendations on behalf of the Board but shall make recommendations to the Board for its consideration, approval and implementation.

7.2 In carrying out its duties and responsibilities, the Nomination Committee shall have the following powers:

- (i) full, free and unrestricted access to any information, records and personnel;
- (ii) to obtain external legal or independent professional or other advice and expertise necessary for the performance of its duties, if any; and
- (iii) all members shall have access to the advice and services of the Company Secretary(ies).

APPENDIX H**8. Duties and responsibilities**

- 8.1 The duties and responsibilities of the Nomination Committee are as follows:
- (a) To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board.
 - (b) To review annually and recommend to the Board with regards to the structure size balance and composition of the Board and Board Committees including the required mix of skills, qualification and experience, core competencies, age, cultural background and gender which non-executive directors should bring to the Board and other qualities to function effectively and efficiently.
 - (c) To consider, evaluate and propose to the Board any new board appointments, whether of executive or non-executive position. In making a recommendation to the Board on the candidate for directorship, the Nomination Committee shall have regard to:-
 - (i) size, composition, mix of skills, qualification, experience, age, cultural background, gender, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group; and
 - (ii) caliber, credibility, skill and experience to bring an independent judgement to bear on issues considered by the Board and that independent non-executive directors should make up at least two (2) directors or one-third (1/3) of the membership of the Board.
- 8.2 The Nomination Committee shall utilise various sources such as existing Board members, management, major shareholders, independent search firms and other independent sources if the need arises, to identify suitably qualified candidates.
- 8.3 To recommend to the Board;
- i) Directors to be members of the Board Committees;
 - ii) whether Directors who are retiring by rotation should be put forward for re-election;
 - iii) whether Directors who have exceeded a cumulative of nine (9) years tenure but no more than twelve (12) years should be put forward for re-appointment; and
 - iv) termination of membership of individual Directors in accordance with policy, for cause or other appropriate reasons.
- 8.4 To ensure appropriate framework and plan for Board succession for the Group.
- 8.5 To establish appropriate plans for succession at Board level.
- 8.6 To facilitate Board induction and training for newly appointed Directors.
- 8.7 To review training programs for the Board.
- 8.8 To facilitate achievement of Board gender diversity policies and targets, if any.

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8.9 To develop the criteria to assess independency of the Directors or relationship and evaluate/assess its independent Directors annually.

8.10 To consider other matters as referred to the Nomination Committee by the Board.

9. Revision of the Terms of Reference

9.1 Any revision or amendment to the Terms of Reference, as proposed by the Nomination Committee or any third party, shall be presented to the Board for its approval.

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

[as at 9 August 2018]