

BERTAM ALLIANCE BERHAD (305530 A)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE (“NC”)

1. Members

The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members of which comprising exclusively Non-Executive Directors, the majority of whom shall be Independent Non-Executive Directors.

In the event of any vacancy in the NC resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

The Board of Directors must review the term of office and performance of the Committee and each of its members at least once every 3 years to determine whether the NC and members have carried out their duties in accordance with the Terms of Reference.

2. Chairman

The Chairman shall be elected by the Committee from among their members who shall be an Independent Non-Executive Director.

3. Functions

The Committee shall:-

- (i) recommend the nomination of a person or persons for all directorships to be filled by the shareholders or the board;
- (ii) consider, in making its recommendations, candidates for directorships proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder;
- (iii) recommend to the board, directors to fill the seats on board committees;
- (iv) assess annually the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board; and
- (v) review annually the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board;
- (vi) to review Management’s succession plan;
- (vii) to facilitate Board induction and its training programmes;
- (viii) to report the activities of the NC in the Annual Report;
- (ix) to review boardroom diversity and encourage female participation in the Board;
- (x) to develop the criteria to assess the independence of Independent Directors annually and when any new interest or relationship develops;
- (xi) to examine and review the Board structure, size and composition and recommend to the Board on the optimum number on the Board to ensure its effectiveness and compliance with regulatory requirements; and

- (xii) to review and report such other matters as may be delegated by the Board from time to time.

4. Access to Advice

In furtherance to their duties as the NC members, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.

5. Meetings

(i) Quorum

The quorum shall consist of a two (2) members, one of whom must be an Independent Non-Executive Director. If at any meeting, the Chairman of the NC is not present within fifteen (15) minutes of the time appointed for holding the same, the members of the NC present shall choose one of their number to be the Chairman of such meeting.

(ii) Frequency of Meeting

The NC shall meet at least once in each financial year. Additional meetings may be called as and when required.

(iii) Notice and Venue

The notice of the NC meetings shall be circulated before each meeting to members of the NC. Except in the case of an emergency, reasonable notice of every meeting shall be given in writing and the notice of each meeting shall be served to the member either personally or by fax or e-mail or by post or by courier to his registered address as appearing in the Register of Directors or to the address provided by the NC member, as the case may be.

The NC meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enables the NC members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.

(iv) Reporting and Voting

Minutes of each meeting shall be circulated to the NC members and presented to the Board.

The Chairman shall report on each meeting to the Board. The Company Secretary or such substitute as appointed by the Board or NC from time to time shall be the Secretary of the NC.

Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote except where only 2 NC members form a quorum or at which only 2 NC members are competent to vote on the question at issue, the Chairman shall not have a casting vote.

(v) Attendance at Meeting

The NC may extend an invitation to other board members and officers to attend meetings as it deems necessary.

6. Keeping and Inspection of Minutes

The Company shall cause minutes of all proceedings of the NC Meetings to be entered in books kept for that purpose.

Minutes of each meeting signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be evidence of the proceedings to which it relates.

The books containing the minutes of proceedings of the NC Meetings shall be kept by the Company at the Registered Office or any other place as may be determined by the Board and shall be open to the inspection of any members of the Board of Directors or NC members without charge.

7. Circular Resolutions

The NC is also allowed to carry out their resolutions by way of Circular Resolutions. A resolution in writing signed or approved via letter, telex, facsimile, email by all NC members shall be effective for all purposes as a resolution passed at a meeting of the NC duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.