

EASTLAND EQUITY BHD

NOMINATING COMMITTEE'S TERMS OF REFERENCE

1. Objective

To develop, maintain and review the criteria for the board recruitment process and annual appraisal of directors and to assist the Board to implement procedures for selection of directors and assessing the effectiveness of the Board as a whole, the Committees of the Board and contributions and performance of individual Director.

2. Composition

The Nominating Committee ("NC") members shall be appointed by the Board from among the

Directors of the Company and shall comprise exclusively of Non-Executive Directors, a majority of whom are independent directors.

3 Quorum

The quorum of the meeting of the NC shall be at least two (2) members, a majority of whom shall be Independent Directors.

4. Chairman

The Chairman of the Committee shall be the senior independent director identified by the Board.

In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members as Chairman of the meeting.

5. Secretary

The Company Secretary shall act as Secretary of the NC.

6. Meetings and Minutes

- a) The NC shall meet at least annually or as and when there are matters referred to them for consideration or a member may at any time and the Secretary shall on the requisition of a member, summon a meeting of the NC;
- b) If need arises, issues shall be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted;
- c) Other Board members, Chief Executive Officer and/or other appropriate officers may attend meetings only upon the invitation of the NC;
- d) Minutes of each meeting shall be circulated to NC members and presented to the Board.
- e) Issues discussed and actions recommended by the NC shall be presented and reported to the Board for decision.

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7. *Functions*

- a) Develop, maintain and review the criteria to be used in the recruitment of directors and annual appraisal of directors, board committee and board as a whole;
- b) Assess and recommend to the board the candidature of directors and appointment of directors to board committees based on the individual and the directors' competencies, commitment, contribution and performance;
- c) Facilitate board induction and training programmes;
- d) Report the activities of NC in the annual report;
- e) Review the boardroom diversity and encourage female participation in the board;
- f) Develop the criteria to assess independence and apply these criteria upon admission, annually and when any new interest or relationship develops;
- g) Examine and review the Board structure, size and composition with a view to present recommendations to the Board on the optimum number of directors on the Board to ensure its effectiveness and to comply with regulatory requirements;
- h) Review and report such other matters as may be delegated by the Board from time to time;
- i) Recommend, if necessary, the service and employment contracts of executive directors including their job descriptions & terms of reference;
- j) Review the candidate recommended by the Managing Director / Executive Director to be appointed and promotion as Senior Management of the Company and to make appropriate recommendation to the Board for approval;
- k) Assist the Board, in the annual review of the performance and setting of their Key Performance Indicators of the Managing Director / Chief Executive Officer, Chief Financial Officer and such other key personnel report directly to the Executive Directors / Managing Director of the Company; and
- l) Assess annually the effectiveness and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with its terms of reference.

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8. *Access to Advice*

The NC is authorized, subject to the approval of the Board, to seek independent professional advice, at the expense of the Company, in carrying out its duties.