



NOMINATION COMMITTEE – TERMS OF REFERENCE

The terms of reference of the Committee are as follows:

1. Composition

The members of the Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are independent and number at least 2 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. Term of Office

The term of office for the members shall be one year and members may be re-appointed for additional terms.

5. Secretary

The Secretary of the Company shall be the Secretary of the Committee.

6. Meetings

The Committee will normally meet as required and/or in advance of regularly scheduled meetings. Such meetings are at the call of the Chairman and/or as appointments are needed.

7. Adviser

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers necessary.

8. Duties

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

- a) To consider and make recommendations to the Board on the suitability of candidates nominated based on the following consideration:
 - i) skills, knowledge, expertise and experience;
 - ii) professionalism;
 - iii) integrity; and
 - iv) 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.
- b) To recommend candidates to fill seats on board committee;
- c) To review and make recommendations to the Board on an annual basis, the required mix of expertise and experience, including core competencies of the Non-Executive Directors; and



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- d) To assess on an annual basis the effectiveness of Board, the Committees of the Board and for continuously assessing the role of each individual Director towards the accomplishment of the Board's duties/responsibilities. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented.

9. Procedures

The Board follows formal and transparent procedures when appointing directors as follows:

- a) The Committee will seek professional advice inside and outside the group as and when it considers necessary or external consultants to identify a short-list of suitable candidates and a list of nominations for candidates proposed by the Managing Directors/Chief Executive Officer, and within the bounds of practicability, by any other senior executive, director or shareholder for considerations;
- b) The Chairman of the Nomination Committee will send the nominees to the other committee members and assigns responsibilities to the other committee members to prepare list of possible candidates or to contact various groups for suggestions;
- c) All the candidates are interviewed by at least two members of the Committee and evaluations of all the candidates were circulated to all the members of the Nomination Committee;
- d) The Committee will then have to make a unanimous decision in recommending the appointment to the Board;
- e) The Board will then decide on the best candidates by ballot or unanimous decision and a Board resolution pass to appoint the candidate; and
- f) The written consent of the nominees to act if elected shall be secured.

10. Minutes

The Minutes of meetings of the Committee shall be circulated to all members of the Board.