



# 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 an Independent 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 review and recommend to the Board on any appointments, new candidates for election/appointment of Director to the Board. In making its recommendations, the Nomination Committee shall assess and consider the following factors in deciding the suitability of the candidates nominated:
  - i) skills, knowledge, expertise, experience and diversity (including gender diversity);
  - ii) commitment (including time commitment) to effectively discharge his/her role as a Director;
  - iii) background, character, professionalism, integrity and competence;
  - iv) any business interest that may result in a conflict of interest; and
  - v) 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.



# NOMINATION COMMITTEE – TERMS OF REFERENCE (CONT'D)

- b) To recommend candidates to fill seats on board committee;
- c) To establish, maintain and review the criteria and processes to be used in the Board recruitment and annual assessment of the Board, Board Committees and each Director;
- d) To review the required mix of skills, experiences, integrity, commitment, diversity and other qualities, including core competencies and effectiveness of the Board, as a whole,, the Board Committees and the contribution of each individual Director to effectively discharge his/her role as a Director, Managing Director/Chief Executive or Financial Controller. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;
- e) 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;
- f) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with terms of reference;
- g) To facilitate Board induction for new members of the Board and review training needs of each individual Director and recommend appropriate training and programmes in order to keep abreast with the industry and with changes in relevant regulatory requirements. Details of training attended shall be disclosed in the Annual Report as appropriate;
- h) To review and recommend re-election of existing Directors under retirement by rotation based on provisions in the Company's Articles of Association, having regard to the annual assessment made for the relevant Directors;
- i) To review the performance of the Group's key management personnel as may be determined by the Nomination Committee for approving the renewal of their services contracts, which involve their appointment, replacement or removal;
- j) To review and make recommendations to the Board on the succession plan for key positions in the Company to ensure continuity in senior management; and
- k) To recommend to the Board protocol for accepting new directorships in other companies.



# NOMINATION COMMITTEE – TERMS OF REFERENCE (CONT'D)

## 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.