

THE TERMS OF REFERENCE OF NOMINATION COMMITTEE.

1. PURPOSE

The Nomination Committee is established as a committee of the Board of Directors with the following objectives:-

- a) Consider suitable persons and recommend for appointment as Board Members of Magna Prima and persons other than Magna Prima Board Members to be recommended as Directors of subsidiaries and associates companies.
- b) Review the performance of Board Members of Magna Prima and its subsidiary and associate companies.
- c) To identify suitably qualified candidates for appointment of directors from independent sources.
- d) Consider and recommend measures to upgrade the effectiveness of the Magna Prima Board and boards of subsidiary and associates companies.
- e) Consider and recommend solutions on issued of conflict of interest affecting directors of Magna Prima and subsidiary and associates companies.
- f) Recommend to the Board on selection of Directors and Senior Management (if so) to fill Board Committees.
- g) The Nominating Committee is chaired by an Independent Director.
- h) Consider and recommend to the Board on succession planning at Executive Director level and senior management.
- i) Carry out such other assignments as may be delegated by the Magna Prima Board.

2. COMPOSITION AND APPOINTMENT

- a) The Nomination Committee members shall be appointed by the Board and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors and a majority of whom shall be independent directors.
- b) No alternate director shall be appointed as a member of the Nomination Committee.
- c) The Chairman of the Nomination Committee shall be an Independent Non-Executive Director appointed by the Board.
- d) The Nomination Committee members may relinquish their membership in the Nomination Committee with prior written notice to the Company Secretary. In the event of any vacancy arising in the Nomination Committee resulting in the number of members of the Nomination Committee falling below three (3), the vacancy shall be filled as soon as possible, but not later than three (3) months from any arising vacancy.

3. AUTHORITY

The Nomination Committee is authorized by the Board to:-

- a) Have full and unrestricted access to Human Resources Department, including without limitation, its information and records.
- b) Obtain independent professional advice, service and/or expertise to perform its duties or obtain the assistance of Management where necessary.
- c) Provide its recommendations to the Board for its consideration and approval.

4. FUNCTIONS AND DUTIES

The main functions and duties of the Nomination Committee shall include, but are not limited to the following:-

Assessment of Board Composition

- (i) Annually evaluate, review and recommend to the Board the appropriate size of the Board, required mix of skills, experience and other qualities.

Appointments

- (i) Consider and recommend to the Board the selection criteria for new appointment as Directors which may include:-
 - Required skills, knowledge, expertise and experience;
 - Time commitment, character, professionalism and integrity
 - Specialist knowledge or technical skills in line with the Group's strategy
 - Experience / background and
 - Number of directorships in companies outside the Group
- (ii) Identify, consider and recommend suitable persons for appointment as Directors of Magna Prima Group, relying on independent sources, from existing Board members, management and major shareholders.
- (iii) Annual Performance Assessment
 - Assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole as well as the contribution of each individual director.
 - Maintain and review the criteria for evaluating the Board's and each individual director's performance.
 - Appropriate actions will be taken based on the results of the annual assessments, to continuously enhance the Board's overall performance and identify opportunities for improvement.
 - Review the performance of the Audit Committee and Remuneration Committee and each of its members annually to determine whether the Committees and its members have carried out the duties in accordance with its terms of reference.

5. DISCLOSURE AND REPORTING

- (i) Ensure that a statement on its activities in the discharge of its nomination duties for the financial year is included in the Company's annual report.

6. MEETINGS

a) Frequency

- (i) The Nomination Committee shall meet at least once a year and at such other time(s) as it deems necessary to fulfill its responsibilities.
- (ii) Other members of the Board and Management may attend meetings upon the invitation of the Nomination Committee.

b) Meeting Minutes

- (i) The Nomination Committee, through its Chairman, shall update the Board on the activities undertaken by the Nomination Committee at each Board meeting.

c) Secretary

- (i) The Secretary to the Nomination Committee shall be the Company Secretary.
- (ii) The Secretary shall organize and provide assistance at Nomination Committee meetings and ensure meetings are arranged and held accordingly.

7. REVIEW OF THE TERMS OF REFERENCE

The Nomination Committee shall recommend any change to its terms of reference in such manner as the Nomination Committee deems appropriate to the Board for approval.