

MULPHA INTERNATIONAL BHD

(Company No. 19764-T)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. CONSTITUTION

The Nomination Committee (“**the Committee**”) was established pursuant to a resolution of the Board of Directors (“**the Board**”) passed on 20 June 2001.

2. COMPOSITION

- (a) The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members.
- (b) The members of the Committee shall comprise exclusively of non-executive Directors, a majority of whom must be independent.
- (c) The members of the Committee shall elect a Chairman from among their number who is an Independent Non-Executive Director of the Company.
- (d) In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall, within three (3) months fill the vacancy.
- (e) The office of the Committee member shall automatically be terminated if the member ceases to be a Director for any reason.

3. AUTHORITY

- (a) The Committee is authorised by the Board to carry out its duties and functions within its terms of reference. The Committee may seek any information it requires from any employees or officers of the Company, and may engage external consultants or advisers if deemed necessary.
- (b) The Committee shall have the authority to make decisions on matters which fall within the purpose and responsibilities of the Committee.

4. MEETINGS

- (a) The Committee shall meet at least once a year. However, additional meetings may be called at any time as the Committee deems necessary.
- (b) The quorum for the meeting of the Committee shall be two (2) members.
- (c) Other Directors, key executives and employees may attend any particular meeting only at the Committee’s invitation.

- (d) Any decision of the Committee at the meeting shall be decided by a majority of votes.

5. DUTIES AND FUNCTIONS

- (a) To recommend to the Board, candidates for directorships to be filled. The Committee shall also consider candidates for directorships proposed by the Chairman and/or Chief Executive Officer and within the boundaries of practicability, by other senior executives or any Director or shareholder.
- (b) To recommend to the Board, Directors or officers of the Company to fill the seats on Board Committees.
- (c) To review the Board's mix of skills, experience and other qualities including core competencies which Directors should bring to the Board, as well as the size and diversity of the Board composition taking into account the current and future needs of the Company.
- (d) To carry out the process annually for assessing:-
 - i) the effectiveness of the Board as a whole and the Board Committees,
 - ii) the contributions and performance of individual Directors; and
 - iii) the independence of the Independent Non-Executive Directors.
- (e) To review the Directors' training programmes and assess the training needs for the Directors.
- (f) To introduce such guidelines and/or procedures to function effectively and fulfill the Committee's objectives.
- (g) To undertake such other responsibilities as may be delegated by the Board from time to time.

6. REPORTING

The Chairman of the Committee shall report to the Board after each Committee meeting.

7. SECRETARY

The Company Secretary shall be the secretary of the Committee.

8. CIRCULAR RESOLUTIONS

A resolution in writing signed by a majority of members of the Committee shall be valid and effectual as if it had been passed at a meeting of the Committee. Such resolutions may consist of several documents in the like form, each signed by one or more members and sent to the Company Secretary by facsimile, electronic mail or other forms of electronic communications.