

NETX HOLDINGS BERHAD (533441-W)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING AND REMUNERATION COMMITTEE

1. Members

The Committee shall be appointed by the Board of Directors which shall comprise exclusively of non-executive directors, the majority of whom shall be independent directors.

2. Chairman

The Chairman shall be elected by the Committee from among their members.

3. Structures and Procedures

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members who shall be the independent directors.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

4. Access to Advice

The Committee shall have access to independent professional advice on nomination matters both within the Group and from external professionals at the Company's expense.