



# **SENTORIA GROUP BERHAD**

**(Company No. 463344-K)**

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

*Approved by the Board on 6 January 2017*

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

### **1. Members**

The Nomination Committee shall be appointed by the Board and shall consist of not less than **two (2)** members of which comprising exclusively Non-Executive Directors, the majority of whom shall be Independent Directors.

In the event of any vacancy in the Nomination Committee resulting in the non-compliance of the above, the Board must fill the vacancy within three (3) months.

### **2. Chairman**

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

### **3. Functions**

The Nomination Committee shall:

- i. recommend to the Board, the candidates for appointment as Directors. In making its recommendations, the Nomination Committee should consider the candidates':
  - skills, knowledge, expertise, experience, integrity and personal traits;
  - gender and age diversity
  - in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidate's ability to devote the time and commitment to discharge his/her responsibilities/functions;
- ii. consider, in making its recommendations, candidates for directorships proposed by the Joint Managing Directors and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- iii. recommend Directors to fill the seats on Board committees;
- iv. assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each existing individual Director and thereafter, report its findings to the Board. All

Directors who are subject to re-election and/or re-appointment at the Annual General Meeting shall be recommended by the Nomination Committee before his/her re-election and/or re-appointment is proposed to the Board and shareholders for their consideration;

- v. ensure that all Directors undergo appropriate induction programs and receive continuous training;
- vi. review annually the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and thereafter, report its findings to the Board.
- vii. Review the term of office and performance of an audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.

#### 4. **Structure and Procedures**

The Nomination Committee should meet at least once a year, with due notice of issues to be discussed and should record its proceedings in discharging its duties and responsibilities. The Nomination Committee should disclose the number of meetings held in a year and the details of attendance of each individual member in respect of meetings held. The quorum shall be **two (2)** members with majority of Independent Directors. The Company Secretary/ies of the Company or such substitute as appointed by the Board from time to time shall act as the Secretary of the Nomination Committee.

The Nomination Committee should be entitled to the services of a secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, for the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.

#### 5. **Access to Advice**

In furtherance to their duties, the Nomination Committee is entitled to seek independent professional or other advice at the expense of the Company, if required.