

SUNWAY BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. MEMBERSHIP

- (a) The Nomination Committee shall be appointed by the Board of Directors from among their number and shall comprise not fewer than three (3) in number.
- (b) The members of the Committee shall be 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 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.

2. AUTHORITY

- (a) The Committee is entrusted with the task of proposing new nominees for the Board and for assessing existing Directors on an on-going basis.
- (b) The ultimate decision as to who shall be nominated should be the responsibility of the full Board after considering the recommendations of the Committee.

3. FUNCTIONS

- (a) To determine the core competencies and skills required of Directors to best serve the business and operations of the Company and its Group as a whole and the optimum size of the Board to reflect the desired skills and competencies.
- (b) To review the size of Non-Executive Directors, Board balance and determine if additional Directors are required and also to ensure that majority of the Board is independent.
- (c) To recommend to the Board on the appropriate number of Directors to comprise the Board which should fairly reflect the investments of the minority shareholders in the Company, and whether the current Board representation satisfies this requirement.
- (d) To consider in making its recommendations, candidates for directorships proposed by the Board, or shareholder or other sources such as executive search firms.

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- (e) To recommend to the Board, Directors or officers of the Company to fill the seats on Board Committees.
- (f) To undertake a review of the required mix of skills, experience and other qualities of Directors, including core competencies which Non-Executive Directors should bring to the Board as well as independence and diversity (including gender diversity) of the board composition which is required to meet the needs of the Company, and to disclose this in the Annual Report.
- (g) To assist the Board to implement a procedure to be carried out by the Committee for assessing the effectiveness of the Board as a whole and the Board Committees, as well as for assessing the contributions and performance of individual Directors and Board Committee members.
- (h) To review the term of office and performance of the Committee and each of its members annually to determine whether the Committee and its members have carried out their duties in accordance with its terms of reference.
- (i) To review the Board's and Management's succession plans and training programmes for Directors.
- (j) To introduce such regulations, guidelines and/or procedures to function effectively and fulfill the Committee's objectives.

4. MEETINGS

- (a) The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Committee Chairman's discretion.
- (b) In the absence of the Committee Chairman, the remaining members present shall elect one of the independent non-executive members as chairman of the meeting.
- (c) The quorum for the meeting shall be two (2) members.

5. REPORTING

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

6. SECRETARY

The Secretary to the Committee shall be the Company Secretary.