

TERMS OF REFERENCE NOMINATION COMMITTEE

Adoption date:

1. OBJECTIVE

The primary objective of the Nomination Committee (“Committee”) is to review and assess the appointment/reappointment of Board members, Senior Management and Company Secretary (where applicable) for recommendation to the Board. The Committee shall also review and assess the Company’s key policies, strategies and practices on human resources, management succession plans and business conduct and ethical behavior of the employees.

2. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, consisting wholly or mainly of Independent Non-Executive Directors. The Committee shall elect a Chairman from among its members.

No alternate director shall be appointed as a member of the Committee. The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

- a) The Committee is authorized to seek any information it requires from any employee of the Company in order to perform its duties.
- b) The Committee is authorized to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.
- c) The Committee is authorized by the Board to obtain, at the Company’s expense, external legal or other professional advice on any matters within its terms of reference.

4. DUTIES AND RESPONSIBILITIES

Review, Assessment and Recommendation

The Committee is responsible to review, assess and recommend to the Board the following matters: -

- a. The nomination of new Directors of the Company.
In recommending such candidates, the Committee must take into account the Company's Policy on Diversity and the candidates' : -
 - (i) skills, knowledge, expertise and experience
 - (ii) professionalism
 - (iii) integrity
 - (iv) conflict of interest
 - (v) fit and proper
 - (vi) time commitment
- b. The nomination of competent persons of integrity with strong sense of professionalism for appointment as Senior Management and Company Secretary.
- c. The reappointment of a Director of the Company.
- d. The optimal size and mix of skills to ensure the efficient operation of the Board.
- e. The membership of Board Committees.
- f. The establishment of an appropriate succession plan for Senior Management and ensure there are programmes to provide for the orderly succession of Senior Management.
- g. the removal of a Director and Senior Management from the Board / Company if the Director and/or Senior Management is ineffective, errant and negligent in discharging his/her responsibilities.
- h. re-election of the Directors subject for retirement by rotation based on the provisions in the Company's Constitution at every Annual General Meeting.
- i. to assess the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their TOR.
- j. any human resource matters as may be required from time to time including Employee Engagement

For avoidance of doubt, the Committee is not delegated with decision-making powers for the above matters but is required to report its recommendation to the Board for decision.

The Committee Chairman shall report on its proceedings and make any recommendations to the Board at the earliest Board meeting after each Nomination Committee meeting.

5. MEETINGS OF THE COMMITTEE

The Committee shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meeting of the Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. QUORUM

The quorum for a meeting of the Committee shall consist of not less than two (2) members, of which at least one (1) shall be an Independent Non-Executive Director.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary or his nominee or such other persons authorized by the Board shall act as the Secretary of the Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Committee and ensure that the minutes are properly kept and produced for inspection if required.

9. CIRCULAR RESOLUTION

A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee.

10. REVISION AND UPDATES

The Terms of Reference for the Nomination Committee shall be reviewed by the Board annually to ensure it remains consistent with the Company's objectives and Board's responsibilities and in line with the relevant laws and legislations.