
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. COMPOSITION OF THE NOMINATION COMMITTEE

- 1.1 The Nomination Committee shall be appointed by the Board from amongst their number and shall consist not less than 3 members, wholly comprising of non-executive directors and a majority of whom are independent. The quorum for the meetings shall be constituted by any two members of the Committee, one of which should be an independent director.
- 1.2 Chairman of the Nomination Committee shall be elected by the members of the Committee from amongst their number.
- 1.3 The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board.
- 1.4 In the event of equality of votes, the Chairperson of the Committee shall have a casting vote (except where 2 directors form a quorum). In the absence of the Chairman of the Committee, the members present shall elect one of their number to chair the meeting.

2. OBJECTIVES OF THE NOMINATION COMMITTEE

The general objectives of the Nomination Committee shall be as follows:

- To formalize procedures for identification, nomination, appointment, recruitment and orientation of candidates for directorships to be filled in the Group;
- To ensure that the mix and composition of the Board is optimal; and
- To ensure the overall effectiveness of the Board as a whole and the individual Directors in discharging their stewardship function and responsibilities.

3. DUTIES AND RESPONSIBILITIES OF THE NOMINATION COMMITTEE

3.1 The duties and responsibilities of the Nomination Committee shall be to:

- Review contribution of individual Directors and effectiveness of the Board as a whole with its mix of skills and experience and other qualities, including core competencies which Non- Executive Director shall bring to the Board;
- Make recommendations to the Board on candidates for directorship on the Board of the Company and its Group;
- Recommend suitable orientation, educational and training programmes to continuously train and equip both existing and new Directors; and
- Examine the size of the Board to determine its effectiveness.

3.2 The recommendation of the Nomination Committee and endorsement by the Board are required before the following appointments are tabled to the respective subsidiary Boards for approval:

- (a) The appointment of any employee of the Group to the Boards of public listed companies in which the Group has equity, but not a controlling interest; and
- (b) Appointments to the Boards of major unlisted companies having shareholders funds/profit before tax in excess of RM1 million or its equivalent or companies undertaking new business ventures.

3.3 With reference to the above mentioned areas of responsibilities, the Nomination Committee shall adopt the following procedures:

- Areas for improvement should be identified by considering issues and goals faced by the Company;
- External comparison should be conducted by looking at comparable roles in similar organizations in terms of size, market sector, business complexity and international scope;
- Develop plans to address the issues concerned by either utilizing internal resources or engaging professional bodies;
- Submit recommendation for Board's consideration and approval; and
- Solution should be implemented and monitored.

4. NOMINATION COMMITTEE MEETING AND REPORTING PROCEDURES

The Nomination Committee shall adopt the following procedures:

- The Nomination Committee shall meet at least once a year;
- The Company Secretary shall be the secretary of the Nomination Committee;
- The Committee shall cause minutes to be entered in the books provided for purpose of recording all resolutions and proceedings of meetings of the Committee;
- Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated;
- The Committee, through its Chairperson, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision;
- The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report;
- Minutes of each meeting shall also be distributed to all attendees of the Committee meetings and circulated and presented to all members of the Board for notation purposes at the Board meeting; and
- The books containing the minutes of the proceedings of any meetings of the Committee shall be kept by the Company at the registered office of the Company and shall be open to the inspection of any members of the Committee or the Board.