



INCORPORATED BERHAD

Registration No.: 196201000416 (4887-M)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

Constitution

The Boards of Directors resolved to establish a Committee of the Board to be known as the Nominating Committee on 22 August 2002. The terms of reference of the Nominating Committee amended on 20 October 2003 shall be as follows:

Objective

To ensure an appropriate structure for management succession and development and an effective process for director selection and tenure.

Composition of the Nominating Committee

The Committee shall be appointed by the Board, composed exclusively of Non-Executive Directors, and shall fulfil the following requirements: -

- a) the Committee shall be composed of no fewer than two (2) members;
- b) a majority of the Committee must be independent directors; and
- c) there must be a quorum of the majority of the members of the Committee Meeting to be held.

The members of the Committee shall elect a Chairman from among their members who shall be an independent director.

The Board shall, within three (3) months of any vacancy occurring in the Committee which result in the non-compliance of the composition of the Committee appoint such numbers of new as may be required to comply with the required composition.

The Board shall review the term of office of each of its members at least once every three years.

Rights

The Committee shall, in accordance with the procedure determined by the Board and at the cost of the Company:

- a) have the resources which are required to perform its duties;
- b) have full and unrestricted access to any information pertaining to the Company;
- c) have direct communication channels with the management staff; and
- d) be able to obtain independent professional or other advice.



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Responsibilities

The Committee has the responsibility for proposing new nominees for the Board and for assessing Directors on an on-going basis. The actual decision as to who shall be nominated should be the responsibility of the full Board after considering the recommendations of the Committee.

Functions

The functions of the Nominating Committee shall include the following:

- a) to recommend candidates for appointment to the Board;
- b) to facilitate board induction and training programmes to newly appointed Directors;
- c) to oversee appointment, management succession planning and performance evaluation of Key Responsible Persons (other than Directors and Board Committees);
- d) to carry out annual assessment on the effectiveness of the Board and Board Committees as a whole, the contribution, competencies, commitment and performance by each director;
- e) to facilitate achievement of board gender diversity policies, targets and measures to achieve it; and
- f) to carry out the annual assessment of the independence of the Independent Directors.

Meetings

The Committee shall meet at least once a year and as and when deemed necessary for the discharge of its responsibilities. The Chairman shall convene a meeting whenever any member of the Committee requests for a meeting.

The quorum for a meeting of the Committee shall be two (2) Provided Always that the majority of members present must be independent directors.

The Committee may invite any person to be in attendance at the meeting to assist in its deliberations.

Reporting

The Company Secretary shall maintain minutes of the proceedings of the meeting of the Committee and circulate such minutes to all members of the Board. All decisions shall be reported to be Board.