



INCORPORATED BERHAD

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

TERMS OF REFERENCE OF NOMINATING COMMITTEE

Constitution

The Board of Directors resolved to establish a Committee of the Board to be known as the Nominating Committee ("the Committee") on 22 August 2002. The terms of reference of the Committee 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 from amongst its Director and shall fulfil the following requirements:-

- a) the Committee shall be composed of no fewer than three (3) members;
- b) the Committee shall comprise exclusively of Non-Executive Directors and a majority of them shall be independent directors; and
- c) The Board shall, within three (3) months of any vacancy occurring in the Committee which results in the non-compliance of the composition of the Committee, appoint such numbers of new members as may be required to comply with the required composition; and
- d) The Board shall review the term of office of each of its members at least once every three years.

Meetings of the Committee

- a) The Committee shall meet at least once a year and as and when deemed necessary for the discharge of its responsibilities.
- b) The quorum for a meeting of the Committee shall be two (2).
- c) The members of the Committee shall elect a Chairman from amongst their members who shall be an Independent Director.
- d) The Secretary of the Committee shall be the Company Secretary or their nominee or any other person so appointed by the Committee from time to time.
- e) The Committee may invite any person to be in attendance at a meeting to assist in its deliberations.

Voting

Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Committee shall have a second or casting vote.

Resolutions in Writing

A resolution in writing, signed 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.

Rights

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

- 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.

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.

In determining the process for the identification of suitable candidates, the Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated is based on a prescribed set of criteria in line with the Company's Fit and Proper Policy.

Functions

The functions of the Nominating Committee shall include the following:

- a) to recommend candidates for appointment to the Board in accordance with the Company's Fit and Proper Policy;
- b) to assess and recommend to the Board, Directors to fill the seats on Board Committees;
- c) to facilitate board induction and training programme for newly appointed Directors and, to evaluate the training needs of individual Directors and facilitate the required training programme for the Directors;
- d) to oversee appointment, management succession plans and performance evaluation of Chief Executive Officer and Key Senior Management (other than Directors and Board Committees) and to recommend to the Board;



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Functions (Cont'd)

- e) to review the size of the Board and ensure that the composition of the Board is refreshed periodically, and to carry out annual assessment on the effectiveness of the Board and Board Committees as a whole, the tenure, contribution, competencies, commitment and performance of each Director;
- f) to facilitate achievement of board gender diversity policies, targets and measures to achieve it;
- g) to review the balance of Executive and Non-Executive Directors (including Independent Directors) and to carry out the annual assessment of the independence of the Independent Directors;
- h) to review the retirement of Directors, the Directors who are eligible for re-election, the retention of Directors who have served beyond twelve (12) years as Independent Director of the Company or its related corporations, and to assess their eligibility for re-election or to justify their retention in accordance with the Company's Fit and Proper Policy, prior to recommending to the Board the candidates for re-election or retention; and
- i) to review the term of office and performance of the Audit Committee and each of its member annually to determine whether the Audit Committee and its members have carried out their duties in accordance with the terms of reference.

Reporting Schedules

The Company Secretary shall maintain minutes of the proceedings of the meeting of the Committee and circulate such minutes to all members of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting. All decisions of the Committee shall be reported to the Board.

Review of the Policy

The Committee shall review and assess the effectiveness and continued relevance of this Terms of Reference as and when necessary. Any revisions to the Terms of Reference as recommended by the Committee shall be submitted to the Board for consideration and approval.