TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. Objectives

The Nomination Committee ("NC") is established by the Board of Directors ("Board"). The principal objective of the NC is to assist the Board to identify and recommend suitable candidates for appointment to the Board and Board Committees. The decision as to who shall be appointed shall be the responsibility of the full Board.

2. Composition

The Chairman and members of the Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of non-executive directors, a majority of whom must be independent. The Chairman of the Board should not be a member of the Nomination Committee. The Nomination Committee shall be chaired by an independent director.

The Nomination Committee shall comprise no fewer than three (3) members. In the event of any vacancy resulting in the non-compliance of the requirements, the Company must fill the vacancy within three (3) months.

The performance of the Nomination Committee and the terms of office of each of its members shall be assessed by the Board every year to determine whether such the Nomination Committee and its members have carried out their duties in accordance with their terms of reference.

3. Secretary

The Company Secretaries shall be the secretaries of the Nomination Committee.

4. Quorum

A quorum shall be two (2) Committee members.

5. Meetings

The Committee shall meet at least once (1) a year and hold additional meetings as and when necessary. Participation by a member in a meeting by conference telephone, video, electronic or such other communication facilities will be allowed, and shall be treated as if that member was present in person at the said meeting.

Only members of the Committee have the right to attend Nomination Committee meetings. However, other directors and employees may be invited to attend the meetings, as and when appropriate.

6. Minutes of Meetings

The Secretary shall minute the proceedings and resolutions. The minutes shall be tabled at Board Meetings to inform the Board of the activities of the Nomination Committee.

7. Authority

The Committee is authorised to seek any information it requires from any employee of the Group in order to discharge its responsibilities to the Company.

The Committee is authorised to obtain independent professional advice at the Group's expense, on matters within its terms of reference.

8. Reporting

The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities where appropriate.

The Committee shall make recommendations to the Board it deems appropriate on any area within its responsibility where action or improvements are needed. The Board shall make all final decisions on appointments after considering the recommendations of the Nomination Committee.

9. Key Functions and Responsibilities

The key functions and responsibilities of the Nomination Committee shall be:

i. To identify, select and recommend for the approval of the Board, candidates to fill vacancies at the Board as well as board committees as and when they arise.

ii. To review the structure, size, composition (including skills, knowledge and experience) required of the Board and make recommendations as deemed appropriate giving full consideration to succession planning for directors and taking into account the challenges and opportunities facing the Group, and the skills and expertise that are therefore needed on the Board in the future.

iii. To assess the effectiveness of the Board as a whole, the Board Committees and each individual Director on an annual basis. In developing such recommendations, the Nomination Committee will consult all Directors and reflect that consultation in any recommendation brought forward to the Board.

iv. To review the term of office and performance of the Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.

v. To assess and evaluate the Executive Directors, Chief Executive Officer, Chief Financial Officer and all C-Suite category executives on an annual basis.

vi. To make recommendations to the Board concerning:-
(a) nomination of new director(s) based on the fit and proper criteria adopted by the Company;
(b) re-election by shareholders of any director under the retirement provisions in the Constitution;
(c) membership of Board committees in consultation with the Chairmen of those committees;
(d) succession planning, particularly for key roles on the Board;
(e) continuation in office of any director and termination of employment of executive directors; and
(f) re-election of independent director who has served for a cumulative period of nine (9) years but not more than twelve (12) years from the date of his/her appointment as an independent director. If the Board intends to retain an independent director beyond nine (9) years, it should seek shareholders' approval through a two-tier voting process in accordance with the practice of Malaysian Code of Corporate Governance.

vii. To review and facilitate Board induction and training programme.

10. Review of Performance and Terms of Reference

The Committee shall, at least once a year, review its own performance and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

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