

NOMINATION COMMITTEE

The terms of reference of Nomination Committee are as follows:

COMPOSITION

The Nomination Committee shall be appointed from amongst the Board and shall be composed of:-

- i. not fewer than two (2) members; and
- ii. exclusively Non-Executive Directors, a majority of whom are independent.

CHAIRMAN

- A suitable Non-Executive Director shall be determined by the Board to act as the Chairman of the Nomination Committee.
- In the absence of the Committee Chairman, the meeting shall be chaired by another Committee member.

SECRETARY

- The Company Secretary or his/her nominee shall act as Secretary of the Nomination Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.
- The Secretary shall also be responsible for keeping the minutes of meetings of the Nomination Committee and circulating them to the Committee Members. The Committee Members may inspect the minutes of the Nomination Committee at the Registered Office or such other place as may be determined by the Nomination Committee.

MEETINGS

- The Nomination Committee shall meet at least once a year or as and when required, to perform the duties set out in these Terms of Reference. The Committee Chairman shall report to the Board on its proceedings after each meeting.
- The quorum for a meeting shall be two (2) members.
- All decisions at such meeting shall be decided on a show of hands on a majority of votes. The Chairman shall have the casting vote should a tie arise.

AUTHORITY

The Nomination Committee shall:

- a) have the resources which are required to perform its duties;
- b) have full and unrestricted access to resources and information as deemed appropriate for the discharge of its responsibilities to the Company; and
- c) have the right to obtain independent professional or other advice at the expense of the Company, with prior consent of the Managing Director to approve the budget;

DUTIES

The Nomination Committee shall:

New Appointments

- Consider and recommend to the Board candidates for directorship, proposed by the Managing Director, any senior management or any director or shareholder, taking into consideration the candidates' skills, knowledge, expertise and experience, time, commitment, character, professionalism and integrity. For the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities as expected from Independent Non-Executive Directors.
- Before any appointment by the Board, evaluate the balance of skills, knowledge, experience and diversity on the Board, and the current and future needs and size of the Company. In identifying suitable candidates, the Committee may:
 - a. use or the services of external advisors to facilitate the search;
 - b. consider candidates from a wide range of backgrounds;
 - c. consider candidates on merit and against objective criteria with due regard to diversity including gender, ethnicity and age, and the appointees time commitment; and
 - d. request to consider the disclosure of any business interests that may result in a conflict of interest.
- Recommend to the Board, candidates to fill the seats on Board committees, in consultation with the chairmen of those committees. In the event that the chairman's position (regardless of board/ committee) is to be filled, to consult with the Board.
- Consider and recommend to the Board the candidates for chief executive and chief financial officer, taking into consideration the candidates' skills, knowledge, expertise and experience, time, commitment, character, professionalism and integrity.

Re-election, Re-appointment and Resignation / Termination

- Recommend to the Board, candidates for re-election of directors by shareholders under the annual re-election provisions or retirement, with due consideration to the extent to which the interplay of the director's expertise, skills, knowledge and experience with those of other Board members, as well as their roles as committee members. Attention should be paid to Independent Directors who are retained beyond nine (9) years as the Board has to provide strong justification in exceptional circumstances and seek shareholders' approval. In obtaining the shareholders' approval, the Nomination Committee should conduct an assessment of the Independent Director(s) and recommend to the Board whether the Independent Director(s) should remain independent or be re-designated.
- Matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and their service contract.
- The re-appointment of any Non-Executive Director at the conclusion of his term of office having given due regard to his performance and ability to continue to contribute to the Board in terms of knowledge, skills and experience required.

Succession Planning

- Understand the current performance, competencies and potential of those in key positions in senior management in order to identify and develop plans for those key talents.
- Make recommendations to the Board concerning the succession plans for both executive and non-executive directors and in particular for the Chairman and Managing Director and the re-appointment of any non-executive director at the conclusion of his or her specified term of office.
- Establish a clear succession plan for senior management, giving full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board and by the Company in future. In terms of senior management, the Committee may request from time to time detailed views (either in the form of a report or otherwise) and work together with the Managing Director and/or senior management of the Company to:-
 - i. identify expected critical position vacancies and determine any future critical positions; and
 - ii. identify gaps in current employees and develop individual development plans, coaching and mentoring programmes.

Annual Performance Assessment of Board, Board Committees, Individual Directors, Chief Executive and Chief Financial Officer

- Annually review the required mix of skills, experience, diversity and other qualities, including core competencies and effectiveness of the board, as a whole, the board committees and the contribution of each individual director. All evaluations carried out by the Nomination Committee in the discharge of its functions should be properly documented.
- Annually review the time required of Non-Executive and Independent Directors. Performance assessments should be undertaken to assess whether the directors are spending enough time to fulfil their duties.
- Annually review the independence of the Independent Director and recommend to the Board whether the Independent Director(s) who has(have) exceeding the cumulative term of nine (9) years, should remain independent or be re-designated.
- Annually review the performance of the chief executive and chief financial officer.

Continuous Education/ Development

- The Nomination Committee shall from time to time identify suitable orientation, educational and training programmes for continuous development of directors and ensure all directors receive appropriate continuous training programmes in order to keep abreast with developments in the industry and with changes in the relevant statutory and regulatory requirements.

Size of Board and Independent Directors

- Assess the desirable balance in board membership by reviewing the size, structure and composition of the board, taking into consideration the number of directorships.

- Assess desirable number of independent directors.
- Consider the representation of interest groups as part of boardroom diversity. Factors to consider may include gender, race, religion, nationality, gender, professional background and culture.