



TERMS OF REFERENCE OF NOMINATING COMMITTEE

Appointment/Composition

- 1) The Nominating Committee shall be appointed by the Board of Directors.
- 2) The Nominating Committee shall consist of not less than 3 members.
- 3) All the Nominating Committee members must be non-executive directors, with a majority of them being independent directors.
- 4) The chairman of the Nominating Committee must be an independent director and shall be appointed by the Board of Directors. In the absence of the chairman of the Nominating Committee, the remaining members present shall elect one of their number to chair the meeting.

Meetings

- 1) The Nominating Committee shall meet at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Directors for approval and at such times, whenever they deemed necessary.
- 2) The quorum of the Nominating Committee meeting shall be 2 members and comprised of a majority of independent directors.
- 3) The Company Secretary or the representative of the Company Secretary shall act as the secretary of the Nominating Committee and shall be responsible to keep minutes and produce the minutes for inspection of any member of the Board and External Auditors of the Company upon request.
- 4) Participants may be invited from time to time to attend the Nominating Committee meeting depending on the nature of the subject under review. These participants may include the executive directors, the chief executive officer, the head of Human Resource and external advisers or experts.

Authority

The Nominating Committee is authorised by the Board of Directors to carry out the duties mentioned below and the other directors and employees shall give all assistance that is necessary to enable the Nominating Committee to discharge its duties.

The Nominating Committee shall, whenever necessary and reasonable for the performance of its duties and at the Company's cost to obtain independent professional or other advice.

Terms of Reference of Nominating Committee

Duties and Responsibilities

- 1) To regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes or adjustments that are deemed necessary.
- 2) To annually review the required mix of skills, experience, competencies, effectiveness, independency and other qualities of the Board as a whole, the committees of the Board, and for assessing the contribution of each individual director, including non-executive directors, as well as chief executive officer.
- 3) To review and recommend to the Board, the candidates for all directorships to be filled by the shareholders or the Board, as and when they arise. In making its recommendations, the Nominating Committee should consider the candidates' –
 - i) skills, knowledge, expertise and experience;
 - ii) professionalism;
 - iii) Gender diversity;
 - iv) integrity; and
 - v) in the case of candidates for the position of independent non-executive directors, to evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- 4) To give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future.
- 5) To review and recommend to the Board for the appointment and/or continuation in office of the managing director, executive directors and chief executives of the Group, subject to the provision of the laws and their service contract, if any.
- 6) To review and recommend to the Board for the appointment and continuation in office of any director who has reached the age of 70 or any independent director who has reached the tenure of nine (9) years.
- 7) To review and recommend to the Board for the re-election of directors who retire by rotation pursuant to the provision of the Company's Articles of Association, having due regard to their performance, skills and experience required.