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1. OBJECTIVES

The objective of this terms of reference is to ensure that all members of the Nomination Committee are aware of their duties and responsibilities, and the relevant legislations, principles and practices of good Corporate Governance are applied, to assist the Board in discharging their duties and responsibilities.

2. COMPOSITION

The Nomination Committee comprises exclusively of Non-Executive Directors, a majority of whom must be independent. Each member of the Nomination Committee should consider the required mix of skills and experience in order to assume their responsibility.

No alternate director shall be appointed as a Nomination Committee member.

3. AUTHORITY

The Nomination Committee is authorized to propose for new nominees for the Board appointments and assessing directors on an annual basis, the contribution of each individual director and the overall effectiveness of the Board. The Committee shall develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.

4. MEETING

The Committee should meet at least once a year or as and when deemed necessary. The Secretary of the Committee shall together with the Chairman, be responsible for drawing up the agenda and circulating the same to the Committee prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of the meetings of the Committee, and circulating them to the committee members and to the other members of the Board of Directors.

A quorum shall consist of a majority of Committee members and in order to form a quorum, the majority of members present must be independent directors.

5. FUNCTIONS

The functions of the Committee are as follows:-

- (a) To identify, assess and recommend to the Board suitably qualified candidates for directorship on the Board as well as members of the Board Committees.
- (b) To review and assess annually the overall composition of the Board in terms of appropriate balance of skills, expertise, attributes and core competencies among executives, non-executives and independent directors.
- (c) To review and assess annually the independence of directors.

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- (d) To perform the formal assessment of the effectiveness of individual Director and the annual appraisal of the Executive Directors' performance based on the selected performance criteria.
- (e) To ensure new Directors go through proper induction program.

6. REVIEW OF THE TERMS OF REFERENCE

The Terms of Reference of Nomination Committee shall be reviewed by the Board annually to ensure it remains consistent with the Company's objectives and Board's responsibilities and in line with the relevant laws and legislations.