

## **Terms of Reference of Nomination Committee**

### **Appointment/Composition**

The Committee shall be appointed by the Board and shall consist of not less than 2 members consist exclusively of non-executive directors of whom the majority are independent.

An alternate director shall not be appointed as a member of the Committee.

The members of the Committee shall elect a Chairman from amongst their number who shall be an independent director.

If the number of members of the Committee is reduced to below 2, the Board shall within 3 months appoint such number of new members as may be required to make up the minimum of 2 members.

### **Authority**

The Committee is authorised by the Board for proposing new nominees for the board and for assessing directors on an on-going basis. The primary purpose of the Committee is to ensure an appropriate structure for management succession and development, which would be an effective process for director selection and tenure.

The Committee shall have unrestricted access to all of the Group's personnel records and other independent information, which shall be treated in strict confidentiality to enable it to discharge its duties. It is also authorised by the Board to seek outside legal or other independent advice and to secure attendance of outside experts if it considers necessary.

The Committee is authorized to carry out the duties mentioned below.

## **Terms of Reference of Nomination Committee (Cont'd)**

### **Duties**

- (a) Nomination and screening of board member candidates
- (b) Review of required mix of skills and experience and other qualities required for the Board to function completely and efficiently
- (c) Evaluation of the performance of the Board, committees and its members. The Nomination Committee needs to take into account the review of the audit committee as specified in the Paragraph 15.20 of the Listing Requirements.
- (d) Evaluation of the chief financial officer's character, experience, integrity, competence and time to effectively discharge his role in accordance with Paragraph 2.20A of the Listing Requirements.
- (e) Review, on an annual basis, the independence of Independent Directors.
- (f) Termination of membership of individual directors in accordance with policy, for cause or other appropriate reasons
- (g) Coordination of Board Agenda and Meeting Schedules
- (h) Assignment of Committee membership and review the directors' rotational retirement.
- (i) Training and Orientation of directors
- (j) In conjunction with the Group Managing Director ("GMD") and the Remuneration Committee, development of the GMD's mission and objectives, and annual evaluation of the performance of GMD.
- (k) Establish succession planning process for executive directors and senior executives, officers and key group managers.

### **Frequency and Attendance**

The Committee shall hold at least 1 regular meeting a year and such additional meetings as the Chairman shall decide in order to fulfil its duties. The Committee may invite any person to any particular committee meeting only at its invitation, specific to the relevant meeting.

A quorum of the Committee shall be 2 members and majority of members present must be independent directors.

The Company Secretary shall be the Secretary of the Committee.

The minutes of the each meeting shall be tabled at the Board Meeting of the Company.