

1. PURPOSE

The purpose of this Nomination Committee Charter is to provide guideline for the organisation, operation and governance of the Nomination Committee.

2. MEMBERSHIP

- 2.1 The Nomination Committee of the Company shall be appointed by the Company's Board of Directors and shall comprise exclusively non-executive director of whom a majority shall be Independent Non-Executive Directors.
- 2.2 The members of the Nomination Committee shall the elect a Chairman from among themselves who is an Independent non-executive director.
- 2.3 Members of the Nomination Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary and may continue to serve as Director of the Company. The Nomination Committee will review and recommend, to the Board for approval, another director to fill up such vacancies.

3. CHAIRMAN

- 3.1 The *Chairman* of the Committee shall be an *Independent Director or the Senior Independent Director* appointed by the Board.
- 3.2 In the absence of the Chairman, the Committee members present shall elect a Chairman for the meeting from amongst the members present.
- 3.3 The Chairman of the Committee shall:-
- (a) lead the succession planning and appointment of Board members and oversee the development of a diverse pipeline for board and management succession, including the future Chairman and Group Managing Director; and
 - (b) lead the annual review of board effectiveness, ensuring that the performance of each individual director and chairman are independently assessed.

4. SECRETARY

- 4.1 The Company Secretary or his/her representative or other appropriate Senior Officer shall act as the secretary of the Committee. The Company Secretary or his/her representative or other appropriate Senior Officer shall be responsible for drawing up the agenda in consultation with the Chairman. The agenda together with the relevant explanatory papers and documents shall be circulated to the Committee members at least seven (7) business days prior to each meeting.
- 4.2 The Company Secretary or his/her representative or other appropriate Senior Officer shall be responsible for recording of all members and invitees, keeping the minutes of the meeting of the Committee at the Registered Office of the Company, circulating to Committee members and to other members of the Board of Directors.

5 QUORUM

- 5.1 The quorum of the committee shall be *at least two* members present at the meeting, with the majority of Independent Non-Executive Directors.

6 MEETING

- 6.1 The Executive Director or Senior Management or consultant may attend the Committee meeting by invitation of the Committee.
- 6.2 The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- 6.3 A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members. Any such document, may be accepted as sufficiently signed by a Committee member if transmitted to the Company by facsimile or other electrical or digital written message purporting to include a signature of a Committee member.

7 FREQUENCY OF MEETINGS

- 7.1 The Nomination Committee shall hold a minimum of at least one meeting in a year and as when it deems necessary and report to the Board after each meeting.
- 7.2 The meeting shall be chaired by the Chairman of the Committee and shall have at least two members of whom the majority shall be Independent Non-Executive Directors. The Chairman also has the discretion to call for additional meetings at any time. All recommendations and findings of the Nomination Committee are submitted to the Board of Directors for approval.
- 7.3 The Group Managing Director and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Committee Chairman.

8 ADVISORS

- 8.1 The Committee is authorised to seek appropriate professional advice inside and outside the Group as and when it considers necessary at the expense of the Company. The Committee shall have full and unrestricted access to resources as deemed appropriate for discharge of its duties and responsibilities.

9 DUTIES AND RESPONSIBILITIES

9.1 New Appointments.

- (i) Recommend to the Board, candidates for all directorship and Senior Management. In making the recommendations the Committee should also consider candidates proposed by the Group Managing Director, and within the bounds of practicability, by any other senior executive, Director or major shareholder. The Committee may also utilise independent sources including directors' registry, industry and professional association, open advertisements and independent search firms to identify suitably qualified candidates.
- (ii) The Committee shall evaluate the shortlisted candidates accordance to the criteria in Directors' Fit and Proper Policy and prepare a description of the role and capabilities required for particular appointment for recommendation to the Board.
- (iii) Recommend to the Board, the appointment of Chairman's position in consultation of the Board.
- (iv) Recommend to the Board, Directors to fill the seats on Board Committees, in consultation with the Chairman of those committees.

9.2 Re-election, Re-appointment, Re-designation and Resignation/Termination.

- (i) Recommend to the Board on the re-appointment of any Non-Executive Director at the conclusion of his or her specified term of office, re-election of any Director under the retirement by rotation provisions in the Company's Constitution is satisfactory on the evaluation of Directors' accordance to the criteria in Directors' Fit and Proper Policy.
- (ii) Make any necessary recommendations to the Board concerning 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 provision of the law and their service contracts.
- (iii) Recommend to the Board on the re-designation of the Independent Director to Non-Independent Director should the tenure of an Independent Director exceed a cumulative terms limit of 9 years. If the Board intends to retain an Independent Director beyond 9 years, it should be subjected to the following:
 - a) annual assessment by the Committee, regarding the independence and contributions; and
 - b) annual shareholders' approval in a general meeting through a two-tier voting, where the Board provides strong justification on the recommendation in the explanatory notes to the resolution in the notice of a general meeting.
- (iv) To re-designation of the Independent Director to Non- Independent Director should the tenure of an Independent Director exceed a cumulative tenure period of 12 years.
- (v) To ensure that Independent Non-Executive Director who has served more than 12 years and resigned/retired from the Board shall observe a cooling period of three (3) years before he/she may be considered for re-appointment as Independent Non-Executive Directors. For the re-appointment, Nomination Committee need to justify with explanation that no other eligible candidate is available to be appointed as Independent Non-Executive Director.

9.3 Specific Nomination and Succession Planning.

- (i) Recommend suitable candidates for the role of Senior Independent Director, as applicable.

- (ii) Review the Board's succession plans.
- (iii) Review and make recommendations on Succession Planning for management

9.4 Annual Performance Assessment of Board, Committee and Individual Directors.

- (i) Assess annually:-
 - a) the required mix of skills and experience of the Board, including the core competencies which Non-Executive Directors should bring to the Board;
 - b) the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;
 - c) the character, experience, integrity and competence of Directors, chief executive and chief financial officer and to ensure they have time to discharge their respective roles. The assessment on directors will conduct accordingly to the criteria in Directors' Fit and Proper Policy;
 - d) the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether they have carried out their duties in accordance with their Terms of Reference; and
 - e) the independence of Independent Directors.

The Committee may engage a professional, experienced and independent party to facilitate the Board evaluation.

9.5 Induction training and training needs analysis.

- (i) Review and define orientation and induction plans for new Directors.
- (ii) Review the Directors' continuing education programmes.
- (iii) Assess annually the training needs of each Director, review the fulfilment of such training, and disclose details in the annual report as appropriate.

9.6 Size of Board and Independent Directors.

- (i) Review the structure, size, tenure of directors and composition (including skills, knowledge, experience and diversity of the Board and core competencies which Non-Executive Directors should bring to the Board to ensure the board is refreshed periodically).
- (ii) Must have at least one (1) woman director on the board.
- (iii) Assess desirable number of Independent Directors.
- (iv) Recommend to the Board the Company's gender, age, experience and diversity policies, targets and discuss measures to be taken to meet those targets.
- (v) Develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors.

9.7 Statement about the activities of the Committee.

- (i) Review and recommend to the Board a statement about the activities of the Committee in the discharge of its duties for the financial year for incorporation into the annual report. The statement must include the application of the Directors' Fit and Proper Policy in the nomination and election of the directors, how the requirements as set out in Paragraph 2.20A of the Main Market Listing Requirements and contain the following information:
 - a) the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;
 - b) the Board nomination and election process of Directors; and
 - c) assessment undertaken by the Committee in respect of the performance of the Board, committees and individual Directors together with the criteria for such assessment.

10 REPORTING RESPONSIBILITIES

- 10.1 The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters with its duties and responsibilities.
- 10.2 The Committee shall make whatever recommendation to the Board it deems appropriate or any area within its remit where action or improvement is needed.
- 10.3 The Committee shall produce a report to be included in the Company's annual report about its activities in the discharge of its duties and the process used to make appointments and explain if external advice or open advertising has not been used.

11 PERIODIC REVIEW

This Nomination Committee Charter shall be reviewed annually by the Committee and is available on the Company's website.