



NOMINATION COMMITTEE

TERMS OF REFERENCE

1. OBJECTIVES

- 1.1 The principal objectives of the Nomination Committee (“Committee”) are to review and ensure that the Board structure, size, composition and the mix of skills and expertise are in line with the Group’s strategies and to recommend to the Board the potential candidates for directorship. The selection criteria for selection and recruitment of the potential candidates for directorship shall include qualifications of the individual, experience, knowledge and achievements, credibility and background and ability of the candidates to contribute effectively to the Board and Group. Presently, the Company’s articles provides that there shall be at least one and not more than 7 directors.

2. DUTIES AND RESPONSIBILITIES

- 2.1 The Committee’s duties and responsibilities are to:

Board Structure, Size and Composition:

- 2.1.1 Annually review of the structure, size and composition of the Board taking into account the Group’s strategies.
- 2.1.2 Undertake an annual review of the required mix of skills, knowledge and expertise required for the Board to best serve the Group’s business and operations.

Nomination of Directors:

- 2.1.3 Identify and nominate the appropriate candidates to the Board for approval. Based on the selection criteria and role specification, the Committee shall evaluate the suitability of the candidates for directorship and membership of the Remuneration and Audit Committee. The Committee may take into account factors such as the candidate’s time commitment, other directorships and other relevant factors.

Appointment of Directors

- 2.1.4 Monitor the appointment process of directors and ensure that formal appointment letters have been issued to non-executive directors stating clearly the required terms including fees, board attendance, expected time commitment and service.

Re-appointment of Non-Executive Directors

- 2.1.5 Recommend to the Board for approval the re-appointment of directors upon expiry of their contract having due regard to their performance and ability to contribute the Board.

Succession Planning

- 2.1.6 Oversee the succession planning of directors in particular the Chairman and Chief Executive Officer of the Board taking into consideration of the Group's strategies and the skill and expertise required for the Board to perform effectively.

Reporting:

- 2.1.7 Update and report to the Board on the Committee's activities and all other matters within its function.
- 2.1.8 Make the appropriate recommendations to Board for further action in the Board meeting.

Review:

- 2.1.9 The Committee shall review and update the Terms of Reference and its composition every year, or more frequently as required to ensure its ongoing relevance and effectiveness.
- 2.1.10 The Committee shall recommend any changes to the Terms of Reference to the Board for approval.
- 2.1.11 The Committee shall recommend to the Board and shareholders for approval to amend the Company's articles to increase to the number of directors in the Board.

Other Matters:

- 2.1.12 Deal with other matters in relation to its functions referred to by the Board.
- 2.1.13 Undertake any related projects as requested by the Board.

3. COMPOSITION

- 3.1 The Committee shall comprise of at least two (2) members, the majority shall be independent non-executive directors. The Committee members may comprise of Executive Directors including the Chief Executive Officer provided the majority of the Committee remains independent.
- 3.2 The Committee members including the Chairman of Committee shall be determined and appointed by the Board. Any independent director appointed as a member or Chairman of Committee, in the opinion of the Board, shall be independent and free from any business or relationship that would materially interfere with the exercise of independent judgment as a member.
- 3.3 The Chairman of the Board may be appointed as the Chairman of Committee. Any of the Committee members other than the Chairman of the Board may be appointed to chair the Committee in the event when deliberating the appointment of the Chairman of the Board.
- 3.4 Appointment of members, including Chairman of the Committee, shall be effective for a period of 3 years, which may be extended provided the majority of the Committee remains independent and subject to Board approval.
- 3.5 In the event that the number of members in the Committee falls below two (2), the Board shall fill the vacancy within six (6) months or earlier to enable the Committee to fulfill its responsibilities.

4. MEETINGS

- 4.1 The Committee will meet at least once a year and if the circumstances require, additional meetings may be called at any time at the Chairman of Committee or any members' discretion. The meeting may be conducted via conference call or via other electronic communication means.
- 4.2 The quorum of each meeting shall be two (2) members. A duly convened meeting of the Committee at which the quorum is present shall be competent to exercise all or any of its authorities, powers and discretions vested in or exercisable by the Committee.
- 4.3 The Committee shall appoint one of its members to be the Chairman of the meeting should the Chairman of the Committee be absent from the meeting.
- 4.4 During the meeting, the Secretary to the Committee ("Secretary") shall be the Company Secretary or any relevant management representative appointed by the Committee. The Secretary shall minute the proceedings and resolution of the

meetings and the names of those in attendance and absent. All papers and minutes are circulated to the members, Board and other attendees after each meeting.

- 4.5 The Committee may invite any members of the Board, Senior Executives or any other appropriate external parties as the Committee thinks fit, may be invited to attend each meeting.

5. AUTHORITY

- 5.1 The Committee shall be provided with adequate resources, information and support from the Group's employees to perform its functions.
- 5.2 The Committee shall be authorised to obtain an internal or external professional advice including a legal adviser, if it deems appropriate, to advise the Committee on any matters within its term of reference.
- 5.3 The Committee shall be authorised to engage any recruitment or search consultants to source the appropriate candidates for directorship.

6. DELEGATION

- 6.1 The Committee may, at its discretion, delegate some or all of its duties and responsibilities under the Terms of Reference to the Chairman of the Committee or the Chairman of the Board.