

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Composition

- 1.1 The Board Nomination Committee (“**Committee**”) shall comprise at least 2 members who are non-executive directors, with majority of them being independent directors.
- 1.2 In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.
- 1.3 The Chairman shall be elected by the Committee from among their members.

2. Meetings

- 2.1 *Frequency of Meeting*
The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities.
- 2.2 *Quorum*
The quorum shall be 2 members who are independent directors.

3. Responsibilities and Duties

- 3.1 The responsibilities and duties of Committee shall be:
 - a. to recommend the nomination of a person or persons for directorships;
 - b. to consider, in making its recommendations, candidates for directorships proposed by the Group Managing Director/Executive Director and, within the bounds of practicability, by any other director or shareholder;
 - c. to recommend to the board of directors (“**Board**”), directors to be elected as members of Board committees;
 - d. to identify, evaluate and recommend candidates for appointment as company secretary;
 - e. to review annually the term of office and performance of the Board Audit Committee and each of its members;
 - f. to assess annually the effectiveness of the Board as a whole, the Board committees and the contribution of each director and thereafter, table the results to the Board; and
 - g. to review annually the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board and thereafter, make recommendations to the Board.
- 3.2 All assessments and evaluations carried out by the Committee in the discharge of all its responsibilities and duties should be properly documented.

4. Rights

- 4.1 The Committee shall establish a procedure for its members, whether in full Committee or individually, in furtherance of their duties as members of the Committee, to take independent professional advice at the Company’s expense, if necessary, on matters before the Committee.
- 4.2 The Committee should be entitled to the services of a secretary.

5. Review of Performance

- 5.1 The Board shall review the performance of the Committee and each of its members at least once every 3 years to determine whether the Committee and the members have carried out their duties in accordance with these terms of reference.