

TERMS OF REFERENCE OF BOARD NOMINATION COMMITTEE (“NC”)

Members

1. DatoøOthman bin Abdullah (Chairman)
2. Datuk Kamarudin bin Md Ali
3. Mahadzir bin Azizan
4. Gareth Lim Tze Xiang

Reporting

To report regularly to the Board of Directors (öBoardö).

Membership

1. The Chairman of NC may be either an independent director or a senior independent director.
2. The NC shall consist of non-executive directors, a majority of whom must be independent.

Frequency of Meetings

There shall be at least 1 meeting in each financial year.

Quorum for Meetings

Any 3 members.

Voting at Meetings

Questions arising at any meeting shall be decided by a majority of votes.

All deliberations including dissenting views and supervisory actions to be taken by management are to be minuted.

Circular Resolutions

Approval of the NC may be obtained via circular resolution if the said circular resolution is signed by all the NC members and shall be as effective for all purposes as a decision passed at a duly convened meeting of the NC.

Scope of responsibilities

1. Recommend to the Board the minimum requirements for appointments to the Board, Board committees and for the position of Managing Director and CEO.
2. Review and recommend to the Board the appointment of Board members and CEO; and their re-appointments and removals including that of the Managing Director and CEO.
3. Review annually the overall composition of the Board in terms of the appropriate size and skills, the balance between executive directors, non-executive and independent directors, and mix of skills and other core competencies required.
4. Assess annually the effectiveness of the Board, Board committees and key senior management officers as a whole and the contribution by each individual director to the effectiveness of the Board and various Board committees based on criteria approved by the Board.
5. Assess annually independence of independent directors based on the criteria established by the NC.
6. Oversee the succession of Board members and CEO; and evaluate the performance of key senior management officers and recommend their removal if they are found ineffective, errant and negligent in discharging their responsibilities.
7. Facilitate Board induction and oversee continuing education programmes to be provided to Board members in areas that would strengthen their contribution to the Board.