

PERAK TRANSIT BERHAD

NOMINATION COMMITTEE - TERMS OF REFERENCE

1. INTRODUCTION

The Board of Directors ("**Board**") of Perak Transit Berhad ("**Company**") has established a committee of the Board known as the Nomination Committee to assist the Board in its responsibilities in nominating new nominees to the Board of Directors. The Committee shall also assess the performance of the Directors of the Company on an on-going basis.

2. COMPOSITION

The Nomination Committee shall be appointed by the Board from amongst their members (who are not alternate directors), comprising at least three (3) members who are exclusively Non-Executive Directors, with a majority of them being Independent Directors.

The members of the Committee shall elect a Chairman from amongst their number who shall be the Senior Independent Director.

All members, including the Chairman, shall hold office only as long as they serve as Directors of the Company. If for any reason the number of members of the Committee fails to comply with the composition requirements, the Board shall within three (3) months of the event, appoint such number of new member as may be required to fill the vacancy.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every three (3) years.

The secretary to the Committee shall be the Company Secretary.

3. AUTHORITY

The Nomination Committee is responsible for proposing new nominees for the Board and for assessing the performance of the Directors of the Company on an on-going basis.

The Committee shall review, appraise and report to the Board on:

- (a) an annual basis, the required mix of skills, experience and diversity of the Board and other qualities, including core competencies which Non-Executive and Executive Directors should have.
- (b) an annual basis, the effectiveness of the Board as a whole, the Board committees and the contribution of each individual Director.
- (c) an annual basis, the independence of the Independent Directors and to ensure non-compromise to familiarity or close relationship with other board members.
- (d) an annual basis, the tenure of Independent Directors not to exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director's re-designation as a Non-Independent Director. To retain as an Independent Director, the Board must justify and seek shareholders' approval for the person who has served in that capacity for more than nine (9) years.

The ultimate decisions of the nomination of Directors shall be the responsibility of the Board as a whole after considering the recommendations of the Committee.

The Committee shall in principle have full, free and unrestricted access to any information pertaining to the Company in carrying out its duties.

4. DUTIES AND RESPONSIBILITIES

The Nomination Committee shall:

- (a) recommend to the Board, candidates for all directorships on the Board of the Company.
- (b) consider, in making its recommendations, candidates from the management and, within the bounds of practicability, candidates as proposed by any Director or shareholder; and the following attributes of the candidates :-
 - skills, knowledge, expertise and experience;
 - professionalism and integrity; and
 - competence and time commitment.
- (c) assist the Chairman of the Board in ensuring new Directors go through a proper orientation and induction programme.
- (d) recommend to the Board, Directors to fill the seats on all the Board committees.
- (e) review the retirement by Directors by rotation for re-election, the Directors eligible for re-election, the re-appointment of Directors of or over the age of seventy (70) years and the retention of Directors who have served beyond nine (9) years as Independent Directors, and assess and recommend to the Board on their eligibility for re-election, re-appointment or retention.
- (f) review the independence of Directors and evaluate the Directors' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- (g) review and assess annually the effectiveness of the Board as a whole, the Board committees and the contribution of each individual Director, taking into account the required mix of skills, experience and diversity of the Board and other qualities of the Board, including core competencies of the Non-Executive Directors.
- (h) review the succession plans, policy on Board composition and Board diversity (including gender, ethnicity and age).
- (i) review the trainings attended by the Directors and evaluate the continuing education programmes and training needs for individual Directors.
- (j) review the terms of office and performance of the Audit Committee of the Company and each of its members annually.
- (k) consider and examine such other matters as the Committee considers appropriate and as may be defined by the Board from time to time.

5. MEETINGS

The Nomination Committee shall convene scheduled meetings at least two (2) times a year, with additional meetings to be convened at any time at the Chairman's discretion as and when necessary.

The agenda of each scheduled meeting shall be circulated by the Company Secretary to all members of the Committee at least five (5) days prior to the meeting. Meeting papers should be made available to the members at least three (3) days prior to the meeting. The quorum for each meeting shall be two (2) members.

The Company Secretary shall be in attendance at each meeting and record the proceedings thereat. The minutes of meetings shall be confirmed and signed by the Chairman of the meeting as correct proceedings thereat in the next scheduled meeting unless otherwise determined.