

NI HSIN RESOURCES BERHAD
(Company No. 653353-W)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Membership

The members of the Committee shall comprise *exclusively of Non-Executive Directors, a majority of whom are independent.*

2. Chairman

The Chairman of the Committee shall be a *Non-Executive Director* appointed by the Board.

3. Quorum

The quorum of the committee shall be *at least two* members.

4. Frequency of Meeting

Meeting shall be held *at least once* a year.

5. Duties

The duties and responsibilities of the Committee are as follows:-

- i) Recommend to the Board, candidates for all directorship. In making the recommendations the Committee should also consider candidates proposed by the Managing Director, and within the bounds of practicability, by any other senior executive, director or shareholder. In making its recommendations, the Committee shall consider the candidates':
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from independent non-executive Directors;
- ii) Recommend to the Board, directors to fill the seats on board committees;

- iii) Review annually the required mix of skills and experience of the Board, including the core competencies which non-executive directors should bring to the Board; and
- iv) Assess annually 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.

6. Minutes

The minutes of meetings of the Committee shall be circulated to all members of the Board.