



CARING PHARMACY GROUP BERHAD
(Company No.1011859-D)

**BOARD OF DIRECTORS
POLICIES AND PROCEDURES FOR
NOMINATION OF DIRECTORS**

Approved by: Board of Directors

Date: 23 July 2014

The Board of Directors (the "Board") of Caring Pharmacy Group Bhd has adopted the following policies and procedures concerning the nomination of candidates for election as directors of the Company.

1. Identification of Director Candidates

- a) The Company shall consider director candidates recommended by Committee members, other directors, members of the Company's management, shareholders of the Company, and third party search firms, as the Committee may retain from time to time to assist it in identifying director candidates.
- b) Shareholders wishing to submit recommendations for potential director candidates to the Committee shall provide the following:
 - (i) name, address and biography of the candidate;
 - (ii) statement from the candidate indicating his or her willingness to serve if elected;
 - (iii) statement from the shareholder indicating the particular skills or expertise the candidate would bring to the Board;
 - (iv) name, address and phone number of shareholder submitting the recommendation;
 - (v) number of shares of the Company's stock owned by the shareholder submitting the recommendation and the length of time such shares have been held; and
 - (vi) description of all relationships or arrangements between the shareholder and the proposed candidate;
 - (vii) any additional information that would be required under applicable SC rules to be included in the Company's proxy statement in the event the proposed candidate were to be nominated as a director.
- c) Recommendations submitted by shareholders must be received by the Company's Secretary at its principal offices preceding the annual meeting at which the candidate is proposed for election.

2. Evaluation of Director Candidates

- a) The Committee shall evaluate each candidate for director, considering all factors that would affect the candidate's ability to make meaningful contributions to the Board's oversight of the business and affairs of the Company.
- b) The Committee shall consider, among other factors the Committee may deem relevant, the candidate's:
 - 1. personal and professional ethics and integrity;
 - 2. business and professional experience in fields relevant to the Company's business (including whether that experience complements the expertise and experience of the other directors);
 - 3. commitment to representing the interests of all shareholders of the Company;
 - 4. ability to devote sufficient time to Board activities; and
 - 5. status under applicable independence requirements.

- c) The process for evaluating a candidate may include, without limitation, any or all of the following steps:
1. review publicly available information about the candidate;
 2. request additional information from the candidate (or the submitting shareholder) to review his or her qualifications;
 3. conduct interviews with the candidate; and
 4. contact the candidate's references and/or other sources of first-hand information about the candidate.
- d) The Committee shall consider candidates recommended by shareholders under the same criteria as candidates recommended by other sources. The Committee may also take into consideration the number of shares held by the recommending shareholder and the length of time that such shares have been held.