

NOMINATION COMMITTEE

TERMS OF REFERENCE

PURPOSE

The Nomination Committee, a Committee of the Board of Directors (“Board”), is established primarily to:

1. Identify and recommend to the Board, candidates for board directorships of Damansara Reit Managers Sdn Berhad (“the Company”);
2. Recommend to the Board, directors to fill the seats on Board Committees;
3. Evaluate the effectiveness of the Board and Board Committees (including its size and composition) and contributions of each individual director.
4. Ensure an appropriate framework and plan for Board succession for the Company.

MEMBERSHIP

The Nomination Committee shall have at least three members, all of whom shall be non-executive directors with the majority being independent directors. The quorum for the Committee shall be two members, of which one should be independent directors. The Nomination Committee members and Chairperson shall be appointed by the Board. The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board.

In the event of equality of votes, the Chairperson of the Committee shall have a casting vote (except where 2 directors from the quorum). In the absence of the Chairperson of the Committee, the members present shall elect one of their numbers to chair the meeting.

The Nomination Committee shall have no executive powers.

MEETINGS

The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairperson. The Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other directors, members of management, counsels, and consultants as applicable to participate in Committee meetings, as necessary, to carry out the Committee’s responsibilities. Non-committee directors and members of management in attendance may be required by the Chairperson to leave the meetings of the Committee when so requested.

The Secretary of the Committee shall be appointed by the Committee from time to time. Committee meeting agendas shall be the responsibility of the Committee Chairperson with input from Committee members. The Chairperson may also request management to participate in this process. The agenda for each meeting including supporting information shall be circulated at least seven days before each meeting to the Committee members and all those who are required to attend the meeting.

The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be available to all Board members.

The Committee, through its Chairperson, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Best Practices of the Malaysian Code on Corporate Governance Part 2 AAIX.

The Chairperson of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

SCOPE OF ACTIVITIES

The duties of the Nomination Committee shall include the following:

1. To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board.
2. To review annually and recommend to the Board with regards to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experiences, core competencies which non-executive directors should bring to the Board and other qualities to function effectively and efficiently.
3. To consider, evaluate and propose to the Board any new board appointments, whether of executive or non-executive position. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:
 - Size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board; and
 - Best Practices of the Malaysian Code on Corporate Governance Part 2 AAIH which stipulates that non-executive directors should be persons of caliber, credibility and have necessary skill and experience to bring an independent

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judgement to bear on issues considered by the Board and that independent non-executive directors should make up at least one-third of the membership of the Board.

4. To propose to the Board the responsibilities of non-executive directors, including membership and Chairperson of Board Committees.
5. To evaluate and recommend the appointment of senior executive positions, including that of the Managing Director or Chief Executive and their duties and the continuation (or not) of their service.
6. To establish and implement process for assessing the effectiveness of the Board as a whole, the Committee of the Board and for assessing the contribution of each director.
7. To evaluate on an annual basis:
 - the effectiveness of each director's ability to contribute to the effectiveness the Board and the relevant Board Committees and to provide the necessary feedback to the directors in respect of their performances;
 - the effectiveness of the Committees of the Board; and
 - the effectiveness of the Board as a whole.
8. To recommend to the Board:
 - whether directors who are retiring by rotation should be put forward for re-election; and
 - termination of membership of individual directors in accordance with policy, for cause or other appropriate reasons.
9. To establish appropriate plans for succession at Board level, and if appropriate, at senior management level.
10. To provide for adequate training and orientation of new directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards to their contribution to the Board and Company.
11. To consider other matters as referred to the Committee by the Board.