



## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **Objective**

To ensure a review of the Board candidates is undertaken in a disciplined and objective manner.

#### **Composition**

The Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of no fewer than 2 members, all of whom should comprise exclusively of non-executive directors, a majority of whom must be independent.

#### **Meetings**

The Committee shall meet as and when is required and at least once a year. In order to form a quorum, at least two (2) members of the committee must be present.

The Committee may invite any senior management staff or professional adviser to be in attendance.

The Company Secretary and their nominees shall be the secretary of the Committee.

#### **Authority**

The Committee is empowered to bring to the Board recommendations as to the appointment of any new executive or non-executive director.

#### **Duties**

- To recommend to the board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendation, the Committee should consider the candidate's:-
  - i) Skills, knowledge, expertise and experience;
  - ii) Competencies, commitment, contribution and performance;
  - iii) Professionalism;
  - iv) Integrity; and
  - v) In the case of the candidates for the position of independent non-executive directors, the Committee should also evaluate the candidate's ability to discharge such responsibilities/ functions as expected from independent non-executive directors
- To consider, in making recommendations, candidates for directorships proposed within the bounds of practicability, by any senior executive or any director or shareholder.

- To ensure the board composition meets the needs of the Company.
- To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.
- To recommend to the board, directors to fill the seats on board committees.
- To review its required mix of skills and experience and other qualities, including core competencies which Directors of the Company should bring to the board.
- To annually assess the effectiveness of the board as a whole and assess the contribution of each individual director, including independent non-executive directors, as well as the chief executive officer.
- To review the re-appointment and re-election of Directors of the Company.
- To facilitate board induction and training programmes.
- To review the term of office and performance of Audit and Risk Management Committee and each of its members annually.