

# **RALCO CORPORATION BERHAD (199501003907 (333101-V))**

## **Terms of Reference - Nomination Committee**

### **TERMS OF REFERENCE**

#### **Composition**

The Nominating Committee (“NC”) shall comprise exclusively of non-executive directors and a majority of whom must be independent.

#### **Chairman**

The Chairman of the NC shall be an Independent Director or a Senior Independent Director. In the absence of the NC Chairman, the remaining members present shall elect one of their numbers present to chair the meeting, who should be an independent director.

#### **Company Secretary**

The Company Secretary or any authorised person shall be the secretary of the Committee (the “Secretary”). The Secretary shall provide assistance to the members of the Committee, including but not limited to assist the NC Chairman in planning the work of the Committee, formulating meeting agendas, maintenance of committee minutes, collation and distribution of information required by the Committee.

#### **Quorum**

The quorum shall be two (2) members, including at least one independent Director.

#### **Meetings**

- Meetings of the NC may be conducted by means of telephone conference, video conference or any other form of audio or audio-visual instantaneous communication and the participation in the meeting pursuant to this provision shall constitute presence in person at such meeting.
- The minutes of such a meeting signed by the NC Chairman or Chairman of the meeting shall be conclusive of any meeting conducted as aforesaid.
- The NC meetings shall be held at least once a year. The NC meetings may be called, at any other time, by the NC Chairman or any member.
- The NC shall have discretion to invite any director or management to attend its meetings.

#### **NC Resolutions in Writing**

The NC may pass resolutions by circulation. A resolution in writing signed by a majority of NC members, including at least one independent Director, shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted.

These resolutions may consist of several documents in original or facsimile in the like form each signed by one or more members.

### **Function**

1. To review and assess the skills, expertise and/or experience strategic and fundamental to the effective functioning of the Board as a whole.
2. To review and assess the required mix of skills, experience and other qualities including core competencies, which non-executive directors could bring to the Board.
3. To review, assess and recommend the appointment of the suitability of any individual for appointment to the Board by taking into account his/her skill, expertise and/or experience as well as other commitments, resources, time and effectiveness of the Board as a whole on an ongoing basis.
4. To review, assess and make recommendation of candidates to fill vacancies of the Board.
5. To review and assess on annual basis the contribution and effectiveness of the Board as a whole, its Board Committees, Chairman of the Board, each individual Director, Managing Director, Chief Executive Officer and Chief Financial Officer.
6. To review, assess and recommend to the Board for re-election of directors due to retirement by rotation.
7. To review and assess the size of the Board to determine the impact of its effectiveness.
8. To review, assess and make recommendation of directors to sit on various Board Committees and their performance and effectiveness.
9. To review the term of office and performance of an Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.
10. To review the succession planning of the Board and working with the Board the potential successors, if necessary.
11. To review and recommend suitable training programmes for the Board.
12. Any other matters as may be directed by the Board from time to time.

These Terms and Reference were reviewed and approved by the Board of Directors on **24 August 2020**.