

Nomination Committee

Terms of Reference

The Board has delegated to the Nomination Committee the responsibility for proposing new nominees to the Board, recommending Directors to fill the seats on Board Committees and for assessing Directors, Board and Board Committees on an ongoing basis.

The Nomination Committee should make comprehensive and independent assessment of the candidate without any influence from the major controlling shareholders, Group Managing Director or Executive Directors.

1. Composition

The Nomination Committee established by the Board should consist of at least two (2) members, all being Non-Executive Directors and a majority of whom are independent.

The members of the Committee, including the Chairman shall be appointed by the Board. Composition of the Committee may be reshuffled by the Board as and when required.

2. Duties

- recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Nomination Committee will not be guided solely by gender but rather the candidates' skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee will also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- consider, in making its recommendations, candidates for directorships proposed by the Group Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- recommend to the Board, Directors to fill the seats on Board Committees;
- assist the Board in an annual review of the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and this should be disclosed in the annual report;
- annually assess the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director, including Independent Non-Executive Directors and Group Managing Director;
- assess the desirable balance in Board membership, considering the structure and development of excessive number of directorships;
- assess desirable number of Independent Directors;

- consider the possible representation of interest groups;
- conduct periodic discussion with the Board on succession planning for the Board Chairman, Group Managing Director and other members of senior management and to identify potential successor candidates for these roles based on the recommendations from the Chairman and Group Managing Director along with a review of any development plans recommended for such individuals; and
- such other responsibilities as may be delegated by the Board from time to time.