

EASTLAND EQUITY BHD

NOMINATING COMMITTEE TERMS OF REFERENCE

1.0 Objective

To develop, maintain and review the recruitment process and annual appraisal of directors. The Committee also assess the effectiveness of the Board as a whole and contributions and performance of individual Director.

2.0 Composition

The Committee shall comprise exclusively of nonexecutive directors, majority of whom must be independent directors.

3.0 Quorum

The quorum of the meeting shall be at least two (2) members.

4.0 Chairman

The Committee shall elect a chairman from among its member who is an Independent Director or the Senior Independent Director.

5.0 Secretary

The Company Secretary or any appropriate senior officer shall be the Secretary to the Committee.

6.0 Functions

The Committee shall carry out the following functions and report to the Board:-

- (a) Examine and review the Board structure, size and composition. Present recommendations to the Board on the optimum number of directors to ensure its effectiveness and compliance to regulatory requirements;
- (b) Develop, maintain and review the criteria to be used in the recruitment and appraisal of directors and board committees;

EASTLAND EQUITY BHD

NOMINATING COMMITTEE TERMS OF REFERENCE

- (c) Lead the succession planning and appointment of board members, including Chairman, Managing Director and Chief Executives;
- (d) Lead the annual review of board effectiveness, and independent assessment of each director's performance;
- (e) Assess annually the effectiveness and performance of board committees and its members to determine whether they have carried out their duties in accordance with their terms of reference;
- (f) Facilitate board induction and orientation of new directors;
- (g) Recommend the training needs of Board members based on the annual performance assessment;
- (h) Recommend the retiring directors for re-election or otherwise based on the directors' annual performance assessment;
- (i) Review annually the Board and senior management diversity in skill, experience, age, cultural background and gender;
- (j) Review the candidate recommended by the Managing Director/Executive Director to be appointed or promoted as Senior Management of the Company and to make appropriate recommendation to the Board for approval;
- (k) Reporting the annual report, a statement about the activities of the nominating committee in the financial year. Such statement must include information of its review to ensure that each of its Directors, Chief Executive or Chief Financial Officer has the character, experience, integrity, competency and time to effectively discharge his/her respective role as well as:
 - i. the policy on board composition in regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the company;
 - ii. the board nomination and election process and criteria used by the Committee in the selection process; and
 - iii. the assessment undertaken by the Committee in respect of its board, committees and individual directors and the criteria used for such assessment; and
- (l) Review and report such other matters as may be delegated by the Board from time to time.

EASTLAND EQUITY BHD

NOMINATING COMMITTEE TERMS OF REFERENCE

7.0 Meetings and Minutes

- (a) The Committee shall meet at least annually or as and when there are matters referred to them for consideration. The Secretary shall also on the request of any member, summon for a meeting;
- (b) If need arises, issues shall be resolved through circular resolution. A circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted;
- (c) Other Board members, Managing Director or Chief Executives and/or other officers may only attend meetings upon invitation of the Committee;
- (d) Minutes of each meeting shall be circulated to the Committee and presented to the Board; and
- (e) Issues discussed and actions recommended by the Committee shall be presented and reported to the Board for decision.

8.0 Access to Advice

Subject to the approval of the Board, the Committee may seek independent professional advice in carrying out its duties at the expense of the Company.