

## Terms of Reference of Nomination Committee

### 1. MEMBERSHIP

Members of the Committee shall comprise exclusively of Non-Executive Directors, a majority of whom are Independent Directors, and at least three (3) members in total.

### 2. CHAIRMAN

The Chairman of the Committee shall be an Independent Director or Senior Independent Director appointed by the Board of Directors (“Board”).

### 3. DUTIES

The duties and responsibilities of the Committee are as follows:-

- i) To recommend to the Board, candidates for the Board, Board Committees and all directorships and to review the policies and procedures for nomination and selection of the Board members. In making the recommendations, the Committee should consider seeking professional advice from independent search firms as and when it considers necessary to identify a short-list of suitable candidates and list of candidates proposed by the Managing Director/Chief Executive Officer, and within the bounds of practicability, by any other Senior Executive, Director or shareholder and to evaluate the suitability of candidates based on the following factors:
  - skills, knowledge, expertise and experience;
  - professionalism and integrity;
  - commitment (including time commitment) to effectively discharge his/her role as Director and contribution;
  - background, character, integrity and competence;
  - boardroom diversity including gender, age and ethnicity diversity; and

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- in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- ii) To recommend to the Board, Directors to fill the seats on Board Committees;
- iii) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors;
- iv) To review annually the required mix of skills and experience of the Board, including the core competencies which Non-Executive Directors should bring to the Board;
- v) To assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his/her time commitment to effectively discharge his/her role as a Director including character, experience and integrity;
- vi) The Committee, if necessary, may engage a professional, experienced and independent party to facilitate the Board's evaluation;
- vii) To assess annually the independence of Independent Directors;
- viii) To review and recommend training and orientation needs or requirements for each individual Director and to disclose details in the Annual Report as appropriate; and
- ix) To assess annually the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such Committee and members have carried out their duties in accordance with Terms of Reference.

#### **4. MEETING**

- i) The quorum of the Committee shall be at least two members.
- ii) In the absence of Chairman, the members present shall elect a Chairman for the meeting from among the members present.
- iii) The Committee shall meet at least once a year. Additional meetings shall be held as and when the Committee or the Chairman of the Committee decides. The Committee meetings shall be governed by the provisions of

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the Company's Articles of Association relating to the Board meetings unless otherwise provided for in this Terms of Reference. The Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.

- iv) The Committee may request other Directors, members of Board committees/management, counsels and consultants when applicable and necessary to participate in the meetings, to assist in carrying out the Committee's responsibilities.
- v) A member of the Committee may participate in a meeting by means of telephone conference or video conference or any other means of audio-visual communications and the member shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- vi) The notice and agenda for each Committee meeting shall be sent to all members of the Committee and any other persons who may be required to attend the meeting within a reasonable period prior to the meeting.
- vii) The Chairman of the Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities as well as on any matter that should be brought to the Board's attention and provide recommendations of the Committee that require the Board's approval at the Board meeting.
- viii) The Committee shall regulate the manner of proceedings of its meetings, having regard to normal conventions on such matter. A resolution in writing, signed by all members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members.

## 5. MINUTES

The Company Secretaries shall be the Secretary of the Committee. The minutes of meetings of the Committee shall be properly produced by the Secretary of the Committee and circulated to all members of the Committee within a reasonable period prior to the next meeting.

The minutes of meetings shall be kept at the registered office and opened for inspection by the Board if required.

**6. REVISION OF TERMS OF REFERENCE**

This Terms of Reference shall be reviewed periodically and as and when necessary.

A copy of this Terms of Reference is uploaded onto the Company's website.

Revised on 27 February 2019.