

## **1. Objective**

The Nominating Committee (“the Committee” or “NC”) is formed with the principal objective of assisting the Board of Directors (“Board”) in the following areas:

- a) identify and evaluate the most suitable candidates for Board position and senior management;
- b) undertake a formal and objective annual evaluation to determine the effectiveness of the Board, its Committees and each individual director and senior management of the Manager; and
- c) ensure the succession plans achieve a diverse talent pipeline for the Board and senior management.

## **2. Composition**

The Committee shall comprise exclusively of **Non-Executive Directors**. The number shall be at least three (3), of which the majority must be **Independent Non-Executive Directors (“INED”)**. The Chairman of the Board must not be a member of the NC.

## **3. Chairman of the NC**

The **Chairman** of the NC shall be an INED approved by the Board.

## **4. Secretary of the NC**

The Company Secretary of the Manager shall be the Secretary of the NC.

## **5. Frequency and Attendance at Meeting**

The Committee shall meet at least **once a year** and at such other times as deemed necessary for the effective discharge of its duties and responsibilities. The Committee may invite any person to be in attendance at the meeting to assist in its deliberations.

A member of NC may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

The Secretary, in consultation with the Chairman of the NC, shall draw up the agenda of the meeting. The agenda, together with the relevant support papers, shall be circulated at least five (5) business days, or shorter notice where it is unavoidable prior each meeting to the members of the Committee.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the meeting.

## **6. Quorum**

The quorum for a meeting of the Committee shall be at least two (2) members, with a majority of members present being INEDs.

## **7. Circular Resolution**

A resolution in writing signed or approved by letter, electronic mail, telegram, telex or telefax or other form of electronic communication by a **MAJORITY** of the Committee members sufficient to constitute a quorum, shall be as valid and effective as if it had been passed at a duly convened Committee meeting.

All such resolutions shall be referred to as “*NC Members’ Circular Resolutions in Writing*” and shall be promptly forwarded or otherwise delivered to the Secretary for recording in the Company’s Minutes Book. Any such resolution may be executed in counterparts, each signed by one (1) or more Committee members.

## **8. Authority**

The NC shall, in accordance with a procedure or process to be determined by the Board and at the expense of the Manager: -

- a) have the resources which are required to perform its duties;

- b) have full and unrestricted access to all information and documents within the Group to perform its duties; and
- c) obtain external professional advice or other advice and invite persons with relevant experience to attend its meetings, if necessary.

**9. Duties and Responsibilities**

- a) Identify, consider and recommend to the Board suitable candidates for appointment of Directors. The Committee shall not solely rely on recommendations from existing board members, management or major shareholders, but will also utilise independent sources to identify suitably qualified candidates. In making the recommendations, the Committee shall:-
  - assess the candidates' expertise, skills, experience, professionalism, commitment; integrity, competence and character;
  - consider board diversity including age and gender diversity; and
  - in the case of candidates for the position of Independent Non-Executive Directors, evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors.
- b) If the selection of candidates was solely based on recommendations made by existing Board, management or major shareholders, the Committee should explain why other sources were not used.
- c) Recommend to the Board the appointment of members of each Board Committee;
- d) Recommend to the Board any appointment, suspension and dismissal, including re-designation, re-deployment, transfer or secondment of senior management.
- e) Assess annually the effectiveness of the Board as a whole, Board Committees, and the contribution of each individual Director and Chief Executive Officer including his/her character, competence, experience and time commitment. The assessment process and its outcome will be disclosed in the CG Overview Statement.
- f) Review and assess the independence of INEDs, and report to the Board.
- g) Consider and recommend to the Board for approval, the appropriate size of the Board and Board Committees to facilitate effective decision making after taking into consideration the scope and nature of the operations of the Manager.
- h) Establish gender diversity policy for the Board and senior management and to ensure that the Manager takes concrete action to achieve the numerical targets as stated in the policy.
- i) Review Board and senior management succession plans and overseeing the development of a diverse pipeline for Board and management succession, including future Chairman, Executive Directors and Chief Executive Officer.
- j) Facilitate Board induction programme for newly appointed Directors.
- k) Identify suitable educational and training programmes for continuous development of Directors to ensure the Directors keep abreast with development in the industry, regulatory changes and board business trends.
- l) Review the Code of Conduct and Ethics of the Company periodically.
- m) Review the Directors' Fit and Proper Policy of the Company periodically.
- n) Carry out such other duties or functions as may be delegated by the Board from time to time or required by the regulatory authority.

#### **10. Reporting to the Board**

The Chairman of NC shall report a summary of significant matters to the Board at the next Board meeting after each Committee meeting. When presenting any recommendations to the Board for approval, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

#### **11. Review of the Terms of Reference**

These terms of reference will be reviewed and updated periodically in accordance with the needs of the Manager and any new requirements as prescribed by the Bursa Malaysia Securities Berhad and/or to align the NC with best corporate governance practices.