

1. Objective

The principal objectives of the Nominating Committee (“the Committee” or “NC”) is formed to assist the 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 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**. 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 **independent Director** approved by the Board of Directors.

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 as when deemed necessary for the performance of its objectives. 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 Company 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

In order to form a quorum of at least 2 in respect of a meeting of the Committee, the majority of members present must be independent directors.

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 **MAJORITY** of the Committee members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

All such resolutions shall be described as “*NC Members’ Circular Resolutions in Writing*” and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the Company’s Minutes Book. Any such resolution may consist of several documents in the like form, 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 of Directors 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:-
 - a) assess the candidates' expertise, skills, experience, professionalism, commitment; integrity, competence and character;
 - b) consider board diversity including age and gender diversity; and
 - c) 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 Office 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 Independent Directors, 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 Office.
- 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) 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 Term 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.