



HEXTAR GLOBAL BERHAD
NOMINATION COMMITTEE
TERMS OF REFERENCE



HEXTAR GLOBAL BERHAD NOMINATION COMMITTEE - TERMS OF REFERENCE

Table of Contents

I. PURPOSE	3
II. COMPOSITION	3
III. MEETINGS	4
IV. POWERS AND AUTHORITY	5
V. SCOPE AND FUNCTIONS OF THE COMMITTEE	6
VI. REVIEW	7



NOMINATION COMMITTEE - TERMS OF REFERENCE

I. PURPOSE

The primary purpose of the Nomination Committee is to oversee the selection and assessment of Directors for appointment, re-election or re-appointment to the Board and Board Committees.

II. COMPOSITION

1. The Committee shall consist of at least three (3) members all of whom shall be duly appointed by the Board. The Committee shall be made up exclusively of non-executive directors, a majority of whom must be independent.
2. The Board may also appoint any other persons with relevant qualifications and experience as the Board thinks appropriate to be a member of the Committee.
3. The Chairman of the Committee shall be appointed by the Board and may be the Senior Independent Director, if one is appointed or such other independent director of Hextar Global Berhad as determined by the Board.
4. Subject to the review by the Board, the term of appointment of the members of the Committee shall be for a period of one (1) year each or such other period as the Board in its discretion shall deem fit.
5. In the event the number of the committee members is reduced to less than three (3) due to any reason whatsoever, the Board of Directors will appoint a new member within three (3) months thereof.
6. The Company Secretary or other secretaries appointed by the Board shall be the Secretary of the Committee, and shall have the following responsibilities:
 - a) Ensure meetings are arranged and held accordingly.
 - b) Assist the Committee Chairman in planning the Committee's activities.
 - c) Draw up meeting agendas in consultation with the Committee Chairman, maintain the minutes. Where necessary, the agenda should include input from the Chief Executive Officer, Chief Financial Officer, Head of Group Internal Audit and/or external auditors.
 - d) Ensure structured communication between the Board and the Committee; and



- e) Ensure the Committee's recommendations presented to the Board are supported by papers, including Report of the Committee or minutes that explains the rationale for the Committee's recommendations.

III. MEETINGS

1. The Chairman shall convene and the Committee shall meet at least once a year or as and when circumstances dictate.
2. The Committee may conduct its meeting to include participation thereat by any member or invitee via video or teleconferencing or any other means of audio or audio – visual communications.
3. At least two members must be present, one of which should be an independent director, during each meeting to form a quorum necessary to transact any business of the Committee.
4. If the Chairman of the Committee is not present the members present shall elect a Chairman from among themselves.
5. Notice of Meeting will be distributed to the Committee members prior to the scheduled meeting at least seven days before the meeting, unless otherwise agreed by the members and the Chairman of the Committee shall ensure that proper agenda is prepared for the meeting.
6. The Secretaries will distribute the minutes of meeting to all members of the Committee.
7. The draft minutes of each Committee meeting are to be reviewed by the Chairman and circulated to all Committee members by the Company Secretary as soon as practicable but no later than the distribution date for papers for the next Committee meeting.
8. The Minutes of Meeting shall be tabled to Board of Hextar Global Berhad for information. The Minutes of Meeting and conclusions of the Committee meetings should be entered into the Minutes Book kept by the Company Secretary of the Company. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.



9. The Committee may invite any persons, including but not limited to other members of the Board and key management personnel, to attend any of its meetings as the Committee shall deem fit and necessary.
10. Matters arising at any Meeting shall be decided by a majority vote, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a casting vote. However, at Meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the chairman will not have a casting vote.
11. 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.
12. The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting on its proceedings on all matters within its duties and responsibilities after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision.

IV. POWERS AND AUTHORITY

The Board confers full powers to the Committee to:

1. Have access to such information and advice, both from within the Group and externally on any matters within its terms of reference, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group.
2. Seek advice or obtain independent professional assistance from any person or firms who has the relevant experience and required expertise, if the Committee so requires, to assist the Committee with its deliberation or to carry out the Committee's responsibilities.
3. Implement other necessary duties as mutually agreed by the Committee and the Board of Directors or any other authorities which is empowered by law or regulated by any Government Authority.
4. Review and update the Terms of Reference of the Committee from time to time and seek the Board's approval in respect of such revision of the Terms of Reference.



V. SCOPE AND FUNCTIONS OF THE COMMITTEE

The scope and functions of the Committee are set out below.

1. Lead the process to identify and nominate suitable candidates for appointment to the Board to fill Board vacancies as and when they arise. Candidates for directorships proposed by the Chief Executive Officer ("CEO") and, within the bounds of practicability, by any other senior executive or any director or shareholder shall be considered by the Committee;
2. Establish the criteria for Board membership required for a particular appointment including experience, skills, knowledge, expertise, professionalism, integrity, time commitment and other factors having regard to the leadership needs of the Company;
3. Evaluate and recommend to the Board of candidates for appointment as directors, whether of executive or non-executive position;
4. Evaluate and recommend to the Board the candidates for the position of independent non-executive directors, having regard to their ability to discharge responsibilities/functions as expected from independent directors;
5. Review regularly the structure, size, balance and composition of the Board and Committees including the required mix of skills, knowledge and experience, the independence of the non-executive directors and Board diversity in terms of gender and age to competently discharge their duties and recommend to the Board with regard to any change;
6. Evaluate and recommend to the Board for re-election or otherwise, directors who are retiring pursuant to the Articles of Association of the Company having regard to their performance and contributions to the Board as well as the removal of directors;
7. Recommend to the Board the nomination of directors and Chairman to fill the seats on Board Committees;
8. Evaluate and recommend the appointment, promotion, transfer and dismissal of the managing director or CEO and the executive directors and their duties;
9. Establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each director, as well as the performance of the CEO. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;



10. Evaluate on an annual basis the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each director;
11. Oversee the Board succession including the succession of Chairman in order to maintain an appropriate balance of skills, knowledge and experience.
12. Assess annually the independence of the independent directors;
13. Ensure induction programme is in place for newly appointed directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regard to their contribution to the Board and Group. If appropriate, the Committee shall arrange for further training;
14. Assess the training needs of each Director;
15. Review the character, experience, integrity, competence and time to effectively discharge the roles of chief executive and chief financial officer; and
16. To consider other matters as referred to the Committee by the Board.

VI. REVIEW

1. The Board shall conduct an annual review of the effectiveness of the Committee and the adequacy of its terms of reference and work plans.
2. The Board must review the term of office of the Committee and each of its members at least once a year.

END