



## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

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### **Constitution**

The Nomination Committee and Remuneration Committee were established on 27 September 2001 and 22 December 2000 respectively and were subsequently combined and renamed as Nomination & Remuneration Committee on 27 September 2007.

On 22 January 2009, the Nomination & Remuneration Committee was separated into two separate committees, namely, Nomination Committee and Remuneration Committee respectively.

### **Membership**

The Nomination Committee shall be appointed by the Board of Directors ("Board") consisting exclusively of non-executive directors and shall consist of not less than three members, majority of whom shall be independent directors.

The Board or members of the Nomination Committee shall elect a Chairman from amongst the members who shall be an independent and non-executive director.

### **Objectives**

The general objective of the Nomination Committee is to:-

- (i) propose new nominees to the Board in accordance to the Director' Fit and Proper Policy.
- (ii) propose new nominees as group chief executive officer.
- (iii) assess directors/group chief executive officer on an ongoing basis.
- (iv) assess directors who are seeking for election or re-election in accordance to the Directors' Fit and Proper Policy.

### **Functions and Duties**

The functions and duties of the Nomination Committee are as follows:-

- (i) to recommend to the Board of the Company, subsidiaries and associates of the Group, candidates for directorships/group chief executive officer. In making its recommendations, the Nomination Committee considers the candidates' skills, knowledge, expertise and experience, professionalism, integrity and diversity, including gender, ethnic, age and race, where appropriate, which the director/group chief executive officer should bring to the Board. In the case of candidates for the position of independent non-executive directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from the independent non-executive directors. The criteria and assessment of the recruitment process shall be made in accordance to the Directors' Fit and Proper Policy.

- (ii) to recommend to the Board, directors to fill the seats on Board committees.
- (iii) to review succession planning, including nominations to the Board.
- (iv) to review the required mix of skills, experience and other qualities, including core competencies which non-executive directors should bring to the Board, on an annual basis.
- (v) to assess the effectiveness of the Board as a whole, the committees of the Board, and the contribution of each individual director, including independent non-executive directors and group chief executive officer as well as their training needs on an annual basis. The Board also assesses the independence of the Independent Directors on an annual basis.
- (vi) the actual decision as to who should be nominated should be the responsibility of the full Board after considering the recommendation by the Nomination Committee.
- (vii) any other duties as may be agreed to by the Nomination Committee and the Board.

### **Meetings and Minutes**

- (i) Meetings shall be held at least twice a year or more as and when required and to be attended by the members of the Nomination Committee.
- (ii) The quorum of the meetings shall be at least two (2) members present, both of whom must be Independent Directors or 50% of the total members, whichever is higher.
- (iii) The Nomination Committee shall cause minutes to be entered into the books provided for the purpose of all resolutions and proceedings of all meetings of the Nomination Committee. 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.
- (iv) Minutes of each meeting shall be distributed to all members of the Nomination Committee. Thereafter, it shall be distributed to the Board and the Chairman of the Nomination Committee shall report on key issues discussed at each meeting to the Board.
- (v) The Nomination Committee is also allowed to carry out the resolution by way of circulation.
- (vi) The books containing the minutes of the proceedings of any meeting of the Nomination Committee shall be kept by the Company at the principal office of the Company, and shall be opened for inspection by any member of the Nomination Committee and the Board.
- (vii) The Company Secretary shall be the secretary of the Nomination Committee.