

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Composition

The Nominating Committee shall be appointed by the Board of Directors from amongst their number which shall consist of no fewer than three (3) members exclusively of Non-Executive Director, a majority of whom must be independent.

2. Quorum

The quorum for each meeting shall be two (2) members. In the absence of the Chairman, the members present shall elect a Chairman from among themselves to chair the meeting.

3. Chairman

The Nominating Committee shall elect a Chairman from among its members who is an Independent Non-Executive Director.

4. Secretary

The Secretary of the Nominating Committee shall be the Company Secretary or any member elected from among the Nominating Committee.

5. Meeting

- (a) The Nominating Committee shall meet as and when need arises provided that it shall meet at least once (1) a year, and hold additional meetings as and when necessary to transact its business as enshrined in its terms of reference.
- (b) The decision of Nominating Committee shall be by a majority of votes and determination by a majority of members shall for all purposes be deemed a determination of the Committee.
- (c) In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

6. Appointment, Re-appointment and Re-election of Board Members

All appointments of new member of the Board is subject to the Board's discretion after considering the recommendations by the Nominating Committee. In accordance with the Company's Articles of Association, any newly appointed Director shall retire from office at the annual general meeting following their appointment and are eligible for re-election.

TERMS OF REFERENCE OF NOMINATING COMMITTEE

6. Appointment, Re-appointment and Re-election of Board Members (Cont.)

The Company's Articles of Association provide that all Directors shall retire from office once at least in each three (3) years, but shall be eligible for re-election. The re-election of Directors provides an opportunity for shareholders to reassess the composition of the Board.

7. Duty and Responsibility

The duties of the Nominating Committee shall be:-

- (a) To assist the Board in annual assessment on the appropriate size and balance of the Board, including core competencies and effectiveness of the Board as a whole.
- (b) To regularly review the requirement mix of skills, knowledge, expertise, experience, professionalism, integrity and other qualities of the Board.
- (c) To make recommendations to the Board on the new appointment or re-appointment of directors with due consideration whether or not the board candidates or directors has the requisite qualifications and whether he/she is independent.
- (d) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Committee and its member have carried out their duties in accordance with their terms of reference.
- (e) To review and recommend suitable training and professional development programmes to aid the Directors in discharge of their fiduciary duties.