



TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

COMPOSITION

The members of the Nomination Committee shall be appointed by the Board of Directors (“the Board”) from amongst the Directors and shall comprise of at least three (3) members, exclusively of Non-Executive Directors, a majority of whom must be independent.

The Nomination Committee should be chaired by the Chairman of the Board and the Chairman of the Nomination Committee is responsible for the conduct of the meetings.

The quorum for the Compensation Committee meeting shall be at least two (2) members present at the meeting.

The Company Secretary of the Company shall act as the Secretary of the Compensation Committee.

RESPONSIBILITIES

The principal responsibilities of the Nomination Committee are as follows:

1. Review the size, structure, balance and composition of the Board and the Board Committees;
2. Evaluate the required mix of skills, experience, core competencies, diversity of the Board, the Board Committees and the contribution and performance of the individual Directors for the effective and efficient functioning of the Board and the Board Committees;

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3. Undertake gap assessment and develop improvement programme based on the review and evaluation of the Board, Board Committees and individual Directors;
4. Review the independence of Directors including, where appropriate, criteria on assessing the independence of candidates' appointment as Independent, Non-Executive Directors and time commitment of each Independent Director;
5. Review the succession plans, policy on Board composition and Board diversity (including gender, ethnicity and age diversity) and review the management development and succession plans for the Management Team of the Company;
6. Establish a suitable process to identify, recommend and nominate suitably qualified candidates for the Board in terms of appropriate balance of skills, expertise, attributes and core competencies, taking into consideration the character, experience, integrity, competence and time commitment prior to the appointment;
7. Review the retirement of Directors, the Directors who are eligible for re-election and the retention of Directors who have served beyond nine (9) years as Independent Directors, and to assess their eligibility for re-election or retention prior to recommending to the Board the candidates for re-election or retention; and
8. Ensure new Directors go through a proper induction programme, to review the trainings attended by the Directors, to continuously evaluate the training needs for individual Directors and to facilitate the required training programmes for the Directors.