

## **TERMS OF REFERENCE OF THE NOMINATING COMMITTEE**

### **1. Membership**

The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist exclusively of Non-executive Directors, minimum three (3), a majority of whom are Independent Directors.

The members of the Committee shall elect the Chairman from amongst their members who shall be an Independent Director.

**The quorum shall be two members, a majority of whom shall be Independent Directors.**

The Company Secretary shall be the Secretary of the Committee.

### **2. Frequency of Meetings**

Meeting shall be held not less than once a year.

### **3. Authority**

The Committee is to recommend new nominees for the Board and the Board Committees and to assess Directors on an ongoing basis. The actual decision as to who shall be nominated should be the responsibility of the full Board after considering the recommendations of the Committee.

### **4. Duty**

The duties of the Committee shall be –

- i. To nominate and recommend to the Board, appropriate candidates to be appointed as Director of the Company taking into consideration the candidates' qualification, character, skills, knowledge, expertise, experience, professionalism, integrity, competence and time commitment;
- ii. To consider in making its recommendations, candidates for directorship proposed by the Managing Director or by any other senior executive or any director or shareholder;
- iii. To recommend to the Board, directors to fill the vacancies on various Board committees;
- iv. To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board, independence and diversity (including gender diversity) required to meet the needs of the Company;
- v. To assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, the committees of the Board and the individual director on an annual basis;
- vi. To establish a formal and transparent procedures for appointment of new Directors to the Board and make recommendations which include establishing selection criteria, short listing, assessing and evaluating suitable candidate against selection criteria and Board's requirements; and

- vii. **To review the term of office and performance of an audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.**

## **5. Reporting Procedures**

The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.