

NOMINATION COMMITTEE**TERMS OF REFERENCE****1. COMPOSITION**

The Nomination Committee shall be appointed from amongst the Board members. It shall consist of not less than three (3) members, solely Non-Executive directors, and a majority of them must be Independent Directors.

The Chairman of the Nomination Committee shall be appointed by the Board from amongst the Committee members. The Chairman of the Nomination Committee shall be a Senior Independent Non-Executive Director identified by the Board.

A member shall automatically cease to be a member of the Nomination Committee if he ceased to be member of the Board.

Where appropriate, the Chairman of the Board should not be the chairman/member of the Nomination Committee.

The Company Secretary shall be the Secretary of the Committee.

2. MEETINGS

The meetings shall be held not less than once (1) a year. A member may at any time and the Secretary shall on the requisition of the Committee summon a meeting of the Nomination Committee.

The quorum for each meeting shall be a majority of members present.

When necessary, other Board members, relevant management personnel or external professionals/consultants may be invited to attend the meeting.

Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Nomination Committee. The Chairman shall have the casting vote.

Minutes of meetings shall be taken and documented.

The participation of the Nomination Committee members in the meeting can be facilitated by means of video or telephone conferencing or by means of other communication equipment or electronic means which enable all persons participating at the meeting to hear and/or see each other for the entire duration of the meeting in which event such participant shall be deemed to be physically present at the meeting.

The Nomination Committee is also allowed to approve any resolutions by way of circulation.

The Nomination Committee shall report to the Board after each meeting.

3. OBJECTIVES

The primary objectives of the Nomination Committee is act as a committee of the full Board to assist in establishing a formal procedure for Director appointments and re-elections, annual assessment of performance and effectiveness of the Board and Board Committees, individual Directors and Senior Management.

4. AUTHORITY

The Nomination Committee is authorised by the Board to carry out the following in order to meet its duties:

- a) Seek any information it requires from Management, and be provided with the resources which are required to perform its duties.
- b) Obtain outside legal or professional advice on any matter within its Terms of Reference if it considers this is necessary, at the Company's expense.
- c) Utilise independent sources such as recruitment firms, industry associations and public advertisement in its recruitment process.

5. RESPONSIBILITIES

- (a) To formulate selection policies and evaluation criteria for appointment of members of the Board and Board Committees, and key management personnel.
- (b) To carry out recruitment process for Directors and Senior Management appointments.
- (c) To recommend Directors to the position of Board Committees.
- (d) To establish gender diversity policies to support the participation of women on the Board and Senior Management for full deliberation at Board level.
- (e) To determine the annual assessment criteria and process to assess the performance and effectiveness of the Board, its Committees and each individual Director.
- (f) To assess the effectiveness of the Board and Board Committees, individual Directors and Senior Management.
- (g) To develop criteria to assess independence and to assess on an annual basis, the independence of the Independent Directors.

- (h) To recommend retention of Independent Directors who terms has exceeded nine (9) years to continue in office.
- (i) To recommend retention of Independent Directors who terms has exceeded twelve (12) years to continue in office.
- (j) To recommend the re-election of Directors who retires by rotation pursuant to the Company's Constitution.
- (k) To assess the training need for Directors.
- (l) To review Board and Senior Management succession plans.