

TERMS OF REFERENCE

NOMINATION COMMITTEE

The Nomination Committee is currently made up of the following Directors:

Chairman Datuk Abang Haji Abdul Karim Bin Tun Abang Haji Openg
Senior Independent Non-Executive Director

Members Dato' Awang Bemee Bin Awang Ali Basah
Independent Non-Executive Director

Ting Lina @ Ding Lina
Non-Independent Non-Executive Director

1. MEMBERSHIP

The Committee shall consist of not less than 3 members and comprise entirely of non executive directors, the majority of whom shall be independent.

2. FUNCTION

- 2.1 To screen and propose new nominees for the Board on an on-going basis. In making its recommendation, the Committee should consider the candidate's:-
- Skills, knowledge, expertise and experience;
 - Professionalism;
 - Integrity; and
 - In the case of the candidates for the position of independent non-executive directors, the Committee should also evaluate the candidate's ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- 2.2 To recommend to the Board, directors to fill the seats on Board committees;
- 2.3 To review the mix of skills and experience of the Directors and other qualities including core competencies required for the Board and Directors of the subsidiary companies;
- 2.4 To assess the effectiveness of the Board as a whole, the committees of the Board and the contributions of each individual Director;
- 2.5 To recommend the re-appointment and re-election of Directors of the Company for shareholders' approval;
- 2.6 To review and assess the term of office and performance of Audit Committee and each of its members;
- 2.7 To review trainings attended by Directors and other directorship of Directors to ascertain no over-commitment that might affect time allocation to fulfill their duties;
- 2.8 To review and assess the independence of Independent Non-Executive Directors ('INED') and recommend INED who has served as an INED of the Company for a consecutive term of more than nine (9) years for continuation as INED;

- 2.9 To review and assess the performance of the Executive Directors, and made recommendation to the Board for its approval, to renew the service contracts of the Executive Directors; and
- 2.10 To assess the performance of Group Managing Director ('GMD'), and made recommendation to the Board for its approval, re-appointment of GMD.

3. MEETING

- 3.1 Meeting shall be held as and when required but at least once yearly.
- 3.2 Quorum for the meeting shall be two.

4. REPORTING PROCEDURE

The Secretary shall maintain minutes of the proceedings and circulate such minutes to all members of the Board.