



(Company No. 199501003751 [332945-X])
Incorporated in Malaysia)

NOMINATION AND REMUNERATION COMMITTEE

TERMS OF REFERENCE

Membership:

The NRC shall be appointed by the Board among its members and shall consist a minimum number of members, exclusively non-executive directors, majority independent and tenure of office (usually tied to the company's Articles of Association on retirement by rotation).

The Nomination Committee comprises exclusively of Non-Executive Directors, a majority of whom must be Independent Directors.

The Remuneration Committee shall comprised exclusively or a majority of Non-Executive Directors.

Chairman:

Committee chairman, role and appointment of alternate chairman should the committee chairman not be present.

The Chairman of the Nomination and Remuneration Committee is the Senior Independent Director who shall be appointed by the Board.

Secretary:

The company secretary or his nominee shall act as secretary of the committee.

Quorum:

There should be at least two or half of the committee, whichever is the higher. A committee at which a quorum is present is considered to be competent for the exercise of its authorities, power and discretions vested upon it.



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Frequency of meetings:

The Committee meets at least twice a year (depending on the level of responsibility and complexity of the organization, the committee may choose to meet at minimum twice a year, and hold additional meetings as and when necessary).

Notice of meetings:

Shall be called by the secretary of the committee at the request of the committee chairman based on planned calendar dates. Notice of each meeting confirming the venue, time and date, together with an agenda of items and its supporting papers to be discussed, shall be forwarded to each member of the committee, no later than five working days before the date of the meeting.

Minutes of meetings:

The secretary shall minute the proceedings and resolutions, including the names of all attendees. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board, unless a conflict of interest exists.

Duties and functions:

List of duties and authority which takes into consideration the better practices, the Code and the Listing Requirements.

The duties of the Nominating Committee shall:-

- a) Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- b) Evaluate the balance of skills, knowledge and experience on the Board, and in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment of Director.
- c) Review the time required from a Non-Executive Director. The performance evaluation should be used to assess whether the Non-Executive Director is spending enough time to fulfil their duties.
- d) Consider candidates from a wide range of backgrounds and look beyond the “usual suspects”.
- e) Give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and



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expertise are needed on the Board in the future.

- f) Regularly review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes.
- g) Keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace.
- h) Make a statement in the annual report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance of members over the course of the year.
- i) To develop criteria and oversee annual assessment of Directors with the appropriate criteria.
- j) To develop criteria to assess independence of Directors. Such assessment will then be conducted by the Board.
- k) Facilitate Board induction and training for newly appointed Directors.
- l) Review training programs for Board (in areas for which the Directors may be lacking).
- m) Facilitate achievement of board gender diversity policies and targets.

Reporting responsibilities:

The committee chairman shall report to the board on its proceedings after each committee meeting. The committee shall make recommendations to the board as appropriate on any area within its responsibility or as delegated by the board, where action or improvement is needed. The committee shall produce a report to be included in the company's annual report about its activities and the process used to identify and make appointments.

Authority:

Includes access to resources and information as deemed appropriate for the discharge of its responsibilities to the company, including obtaining independent professional advice at the company's expense and periodic review of its terms of reference against its performance.