

## **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

### **1. Members**

The Committee shall be appointed by the Board of Directors which shall comprise exclusively of non-executive directors, the majority of whom shall be independent directors.

### **2. Chairman**

The Chairman shall be elected by the Committee from among their members.

### **3. Functions**

The Committee shall:-

- i. recommend to the Board of Directors the nomination of a person or persons to be a Board member(s) by shareholder(s) or Director(s);
- ii. recommend to the board, directors to fill the seats on board committees;
- iii. assess the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
- iv. review the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board; and
- v. review on annual basis the term of office of each of the audit committee members and performance of the audit committee and each of its members.

### **4. Structures and Procedures**

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members who shall be the independent directors.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

### **5. Access to Advice**

The Committee shall have access to independent professional advice on nomination matters both within the Group and from external professionals at the Company's expense.