

# **CEPATWAWASAN GROUP BERHAD**

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

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### **1. Members**

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

### **2. Chairman**

The Chairman shall be an Independent Director, elected by the Nomination Committee from among their members.

### **3. Functions**

The Committee shall:-

- i. recommend to the Board the nomination of a person or persons to be a member of the Board by shareholder(s) or Director(s);
- ii. recommend to the Board of Directors, 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 Nomination 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 Nomination Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Nomination Committee is firmly in its hands.

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

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