

1. Objectives

- 1.1 In accordance with the MCCG, the Nomination Committee (“NC” or “Committee”) is set up to recommend candidates to the Board and to ensure that there is a structured oversight process in recruiting, retaining, training and developing the best available executive and non-executive Directors and that the Board renewal and successions are managed effectively. The final decision on the appointment of any of the Directors shall be made by the Board.
- 1.2 The NC shall be responsible in ensuring the appropriate Board balance and size, and that the Board has a required mix of skills, experience and other core competencies. Based on the process and procedures laid out by the Board, the NC shall annually carry out and ensure proper documentation of all assessments and evaluations on the effectiveness of the Board, the Board Committees and the contribution of each individual Director.

2. Composition

- 2.1 The NC shall comprise wholly of Non-Executive Directors, the majority of whom are independent and shall be appointed by the Board. The Committee shall comprise no fewer than 3 members. The appointment of a Committee member shall automatically be terminated if the member ceases for any cause to be a director, or as determined by the Board.
- 2.2 The Board (existing TOR)/members of the NC shall elect a Chairman from amongst any of NC members. In the absence of the Chairman of the Committee, the members present shall elect one of their members to chair the meeting.
- 2.3 The NC is chaired by an Independent Director or the Senior Independent Director.

3. Secretary to NC

- 3.1 The Company Secretary shall be the Secretary of the Committee or in her absence, another person authorised by the Chairman of the Committee.

4. Meetings

- 4.1 The NC shall meet at least once a year and at such time, whenever the Committee deem necessary.
- 4.2 A resolution in writing signed or approved by a majority of members of the NC and who are sufficient to form a quorum shall be as valid and effectual as if it had been passed at a meeting of the NC duly called.

5. Reporting Procedures

- 5.1 The Secretary shall be responsible for keeping the minutes of the meeting of the Committee and make it available to all members of the Board upon request.

6. Meeting Procedures

- 6.1 The Committee shall regulate its own procedures, in particular:
- (a) the calling of meetings;
 - (b) the notice to be given to such meetings;
 - (c) the voting and proceedings of such meetings;
 - (d) the keeping of minutes; and
 - (e) the custody, production and inspection of such minutes.

7. Quorum

- 7.1 The quorum for any meetings shall be two members.

8. Attendance by Invitation

- 8.1 Other Directors, key executives and employees may attend any particular meeting only at the Committee's invitation.

9. Authority of NC

- 9.1 The Committee in performing its duties shall in accordance with a procedure to be determined by the Board of Directors:
- (a) Have the resources which are required to perform its duties;
 - (b) Have full and unrestricted access to any information pertaining to the Company;
 - (c) Be able to obtain independent professional advice; and
 - (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

10. Duties and responsibilities

- (a) To make recommendations to the Board with regard to any appointment of Directors considering their skills, knowledge, education, qualities, expertise and experience; professionalism; integrity, time commitment, contribution, Boardroom diversity and other factors that will best qualify a nominee to serve on the Board; and for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities/ functions as expected;
- (b) To consider, in making its recommendations, candidates for Directorships proposed by the Group Managing Director and Group CEO and within the bounds of practicability, by any other senior executive or any other Director or shareholder;
- (c) To establish clear and appropriate criteria on the selection and recruitment as well as on the annual assessment of the Board, Board committees and individual Directors;
- (d) To assist the Board to review regularly the Board structure, size and composition and the required mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board; To assess the effectiveness of the Board, any other committees of the Board and the contributions of each individual Director, including the independence of Independent Non-Executive Directors, as well as the Group Managing Director and Group CEO (where these positions are not Board members), based on the process and procedures laid out by the Board; and to provide the necessary feedback to directors in respect of their performance;
- (e) To ensure proper documentation of all assessments and evaluations so carried out;
- (f) To ensure that Board diversity is sought as part of selection and recruitment exercise and to develop a policy that demonstrates clear commitment to developing a corporate culture which embraces the different aspects of diversity.
- (g) In line with succession planning in the Board and Senior Management, to identify appropriate candidates for Board approval to fill casual vacancies and nominate candidates for the Board's consideration.
- (h) To recommend to the Board, the Directors to fill the seats on any committees of the Board;
- (i) To propose to the Board the responsibilities of non-executive directors, including membership and Chairmanship of Board Committees;
- (j) To recommend to the Board for continuation or discontinuation in service of Directors as an Executive Director or Non-Executive Director;

- (k) To recommend to the Board, Directors who are retiring by rotation to be put forward for re-election;
- (l) To evaluate the performance of individual members of the Board eligible for re-election and re-appointment, and select or recommend for the selection of the Board, the director nominees for election to the Board by the shareholders at the Annual General Meeting (“AGM”);
- (m) To assess on an annual basis, the tenure of an Independent Director which should not exceed a cumulative term of nine (9) years, Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to the Director’s re-designation as a Non-Independent Director. If the Board wishes to retain the Director as Independent Director, the Board must justify and seek annual shareholders’ approval for a person who has served as Independent Director for more than nine (9) years. If the Board continues to retain the Independent Director after the twelfth (12) year, the Board should seek annual shareholders’ approval through a two-tier voting process.
- (n) To evaluate training needs for directors annually;
- (o) To arrange induction programmes for newly appointed directors to familiarize themselves with the operations of the Group through briefings by the relevant management teams;
- (p) To recommend to the Board the employment of the services of such advisers as it deems necessary to fulfil the Board’s responsibilities;
- (q) To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time;
- (r) Ensure that the following disclosure requirements in the Annual Report pertaining to Directors selection of candidates are being complied with:
 - (i) Details on how candidates for non-executive director positions were sourced including whether candidates were recommended by the existing board members, management or major shareholders
 - (ii) If the selection of candidates was solely based on recommendations made by existing board members, management or major shareholders, the NC should explain why other sources were not used
 - (iii) How the evaluation was conducted, the criteria used such as the assessment of fit and properness, contribution and performance, calibre and personality of directors
 - (iv) Whether an independent expert was engaged, or was it internally facilitated
 - (v) Key strengths and/or weaknesses that were identified from the evaluation

- (vi) Steps or enhancements proposed to be undertaken to mitigate or address the weakness identified

11. Review

- 11.1 The terms of reference will be subjected to review from time to time by the Committee and any amendments are to be approved by the Board before becoming effective.

12. Effective Date

- 12.1 The terms of reference will be effective 13 September 2018.