

## Terms of reference – Nomination Committee (“NC”)

### Membership

The Board shall elect the NC members from amongst themselves, comprising no fewer than three (3) directors all of whom shall be non-executive. The Chairman of the NC, elected from amongst the NC members, shall be a Senior Independent Non-Executive Director.

### Meetings and Minutes

Meetings shall be held at least once a year. However, additional meetings may be called at any time, at the discretion of the Chairman of the NC.

Attendance of meetings by other Directors or Senior Management or consultants of the Company shall be at the NC's invitation and discretion.

The NC shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group

The agenda for each meeting including supporting information shall be circulated one (1) week before each meeting to the NC members and all those who are required to attend the meeting.

A quorum consists of two (2) members.

In the event of equality of votes, the Chairman of the NC shall have a casting vote (except where only two (2) members are present at the meeting). In the absence of the Chairman of the NC, the members present shall elect one of their numbers to chair the meeting.

The Company Secretary shall act as secretary to the NC. Minutes of each meeting shall be distributed to each Board member, and the Chairman of the NC shall report on key issues discussed at each meeting to the Board.

### Duties and Responsibilities

The roles and responsibilities of the NC shall be, amongst others:-

1. Review and assess the mix of skills, experience, size and diversity of the Board.
2. Review and assess the contribution, effectiveness and performance of individual Directors, as well as the effectiveness of the Board and its Board Committees.
3. Review and assess the criteria for assessment of independence for Independent Directors.
4. Recommend to the Board on candidates for directorship, on the re-appointment and re-election of Directors and the Directors to sit on Board Committees.
5. Recommend to the Board the continuation of office of Independent Directors

whose tenure as Independent Director has exceeded a cumulative term of nine (9) years;

6. Facilitate relevant induction programmes for newly appointed Directors as well as continuing education programmes for existing Directors.
7. Develop and review policies and procedures governing the composition for effective and efficient functioning of the Board, including the criteria to be used in the recruitment process and annual assessment of directors, and procedure of the nomination.
8. Review and oversee succession planning for Board members.
9. Any other function as may be required by the Board from time to time.