

NOMINATING COMMITTEE
TERMS OF REFERENCE

- (a) Recommending to the Board, candidates for Directorships to be filled by the shareholders or the Board;
- (b) Considering candidates for Directorships proposed by the Executive Chairman and/or by any other senior executive or any Director or shareholder;
- (c) Recommending to the Board, Directors to seat on Board Committees;
- (d) Assessing the effectiveness of the Board and Board Committees (including size and composition) and contributions of each individual Director;
- (e) Reviewing and recommending to the Board the required mix of skills, independence and experience, and other qualities, including core competencies which Non-Executive Directors should bring to the Board;
- (f) To determine the core competencies and skills required of Directors to best serve the business and operations of the Group as a whole;
- (g) To review Board balance and determine if additional Directors are required and also to ensure that at least one-third (1/3) of the Board is independent;
- (h) To review the Board's succession plan, in recommending the appropriate board balance;
- (i) To facilitate Board's induction and training programmes in areas which Directors could improve on; and
- (j) To introduce such regulations, guidelines and/or procedures to function effectively and fulfill the Committee's objectives.