

**NOMINATION COMMITTEE  
TERMS OF REFERENCE**

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*(formed on 13 May 2002)*

#### **I. COMPOSITION**

The Committee shall be appointed by the Board of Directors amongst the Directors of the Company and shall consist of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being Independent Directors.

The members of the Committee shall elect a Chairman from among themselves who shall be an Independent Director and who is not the Chairman of the Board.

In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall within three (3) months fill the vacancy.

The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee.

#### **II. MEETINGS**

##### **Frequency**

Meeting shall be held at least once a year, with additional meetings convened as and when required.

Where necessary and appropriate, any decision of the Committee can be made by a majority of the members via circular resolutions which are attached with sufficient information required for an informed decision.

##### **Quorum**

The quorum for the meeting shall be two (2) members, both being Independent Directors. Two (2) members present in person or through tele-conferencing, video conferencing or other electronic media allowing for the contemporaneous presence of the members shall form a quorum.

Other Board members and senior management may also attend the meetings upon the invitation of the Committee.

##### **Secretary**

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

### III. FUNCTIONS, DUTIES AND RESPONSIBILITIES

The functions, duties and responsibilities of the Nomination Committee are as follows:-

- (a) Recommending to the Board, candidates for Directorships to be filled by the shareholders or the Board;
- (b) Considering candidates for Directorships proposed by any Director or shareholder or by any other Senior Management;
- (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.

Revised by the Board on 11 October 2023.