



# **MENANG CORPORATION (M) BERHAD**

196401000240 (5383-K)

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

### **1. Objective**

To ensure that Board of Directors (the “**Board**”) comprises of individuals with the necessary skills, knowledge and experience for the effective discharge of its responsibilities and to have an oversight of all matters relating to corporate governance.

### **2. Composition**

- a) The members of the Nomination Committee shall be appointed by the Board from amongst its members and shall comprise of at least three (3) members, exclusively of Non-Executive Directors, a majority of whom are Independent Directors. Each member shall devote sufficient time to carry out the responsibilities and duties as a member of the Committee.
- b) In the event of any vacancy in the Nomination Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.
- c) The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee Members and shall be responsible for the conduct of the meetings.

### **3. Functions and Responsibilities**

The principal responsibilities of the Committee with regard to the nomination functions are as follows: -

- a) Review the size, structure, balance and composition of the Board and the Board Committees;
- b) Review the required mix of skills, experience, core competencies, diversity (including gender, ethnicity and age diversity) of the Board and the Board Committees and evaluate the contribution and performance of the individual Directors for the effective and efficient functioning of the Board and the Board Committees;
- c) Review the independence of each Independent Director pursuant to the criteria as set out in the Listing Requirements of Bursa Malaysia Securities Berhad;
- d) Review the appointment, succession planning and performance evaluation and development of Key Senior Management;
- e) Establish a suitable process to identify, recommend and nominate suitably qualified candidates for the Board in terms of appropriate balance of skills, expertise, attributes and core competencies, taking into consideration the character, experience, integrity, competence and time commitment prior to the appointment;



## **MENANG CORPORATION (M) BERHAD**

196401000240 (5383-K)

### **3. Functions and Responsibilities (continued)**

- f) Review the retirement of Directors, the Directors who are eligible for re-election and the retention of Directors who have served beyond nine (9) years as Independent Directors, and to assess their eligibility for re-election or retention prior to recommending to the Board the candidates for re-election or retention; and
- g) Ensure new Directors go through a proper induction programme, to review the trainings attended by the Directors, to continuously evaluate the training needs for individual Directors and to facilitate the required training programmes for the Directors.

### **4. Committee Meeting**

- a) The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.
- b) The Committee shall ensure that adequate time is allocated for the Committee meeting to ensure due attention is accorded on the nomination matters discussed.
- c) The Chairman of the Committee or the Secretary, on the requisition of a member shall at any time summon a meeting of the Committee by giving reasonable notice.
- d) The Chairman of the Committee shall chair the Committee meetings and in his absence, the members present shall elect one (1) of the members to be Chairman of the meeting.
- e) The Committee may invite other members of the management or professional advisors to attend the Committee meetings where the Committee considers their presence necessary. The Committee may also engage independent professional advisors or service providers as it deems appropriate in order to carry out its functions and responsibilities.
- f) Any decision to be taken shall be decided by a majority of votes and in the case of equality, the Chairman of the meeting shall have a casting vote.
- g) The quorum for the Committee meeting shall be at least two (2) members present at the meeting, one of whom must be an Independent Director.
- h) The Company Secretary of the Company acts as the Secretary of the Committee.
- i) A resolution in writing signed or approved by letter, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more directors.
- j) All reports, recommendations and findings of the Committee shall be submitted to the Board for approval.



## **MENANG CORPORATION (M) BERHAD**

196401000240 (5383-K)

### **5. Revision of the Terms of Reference**

This Terms of Reference will be reviewed at least once a year to ensure it remains consistent with the Nomination Committee's objectives and responsibilities.

Any revision or amendment to this Terms of Reference, as proposed by the Nomination Committee or any third party, shall be presented to the Board for approval. Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.