

## **NOMINATION COMMITTEE**

### **TERMS OF REFERENCE**

#### **Objective**

In accordance with the Malaysian Code on Corporate Governance, the Nomination Committee is set up to provide recommendations to the Board of Directors("Board") on the candidates for all directorships of Teo Guan Lee Corporation Berhad("TGL") to be filled by the shareholders or the Board. Final decision on the appointment of any directors of TGL shall be made by the Board.

The Nomination Committee shall be responsible in ensuring the appropriate Board balance and size, gender diversity and that the Board has a required mix of responsibilities, skills and experience. An annual review of the mix of skills, experience and other core competencies of the Board and senior management shall be made by the Nomination Committee.

#### **Size and Composition**

The Nomination Committee shall comprise not less than 3 directors, all of whom should be Non-Executive Directors, the majority of whom are independent. Chairman of the board must not be in the committee. The members of the Nomination Committee shall elect a Chairman from amongst any of its members who shall be Independent Director or Senior Independent Director as identified by the Board. In the absence of the Chairman of the committee, the members present shall elect one of their members who shall be an independent Non-Executive Director to chair the meeting.

Before the new directors are appointed to the Board, they have to complete the Fit and Proper Assessment Form to ensure compliance.

#### **Meetings**

The Nomination Committee shall meet as and when is necessary. The quorum for any meetings shall be two (2) members subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

#### **Secretaries**

The Company Secretaries shall act as Secretaries to the Nomination Committee and shall be responsible for keeping minutes of meetings of the Nomination Committee and circulating them to the Nomination Committee members.

#### **Duties and Responsibilities**

- 1) To review regularly the Board structure, size and composition and gender diversity and make recommendations to the Board with regard to any adjustments thereof and/or the appointment of Directors as the Nomination Committee deems necessary.
- 2) To consider, in making its recommendations, candidates for directorships and senior management proposed by the Board or shareholders of TGL as well as make recommendations to put in place the plans for succession.
- 3) To assist the Board to review the required mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board and to assess the effectiveness of the Board, any other committees of the Board and the contributions of each individual Director and senior management of TGL based on the process and procedures laid out by the Board.
- 4) To recommend to the Board for continuation or discontinuation in service of Directors as an Executive Director or Non- Executive Director.
- 5) To recommend Directors who are retiring by rotation to be put forward for re-election.
- 6) To recommend to the Board, the Directors to fill the seats on any committees of the Board

- 7) To recommend to the Board the employment of the services of such advisers as it deems necessary to fulfill the Board's responsibilities.
- 8) To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.
- 9) To review the term of office and performance of the Audit Committee and each of its members annually.
- 10) To review the training programmes for the Board
- 11) To assess the financial literacy of the Audit Committee Members to keep abreast of relevant developments in accounting and auditing standards, practices and rules.
- 12) To assess and evaluate the suitability of senior management and taking into consideration the gender diversity of both Board and Senior Management.
- 13) To provide justification and seek shareholder approval to retain the independent Director after 9 years through a 2 tier voting process to continue to act as an Non- Independent Director
- 14) To review its own performance, at least once a year and recommend any necessary changes to its Terms and Reference.