



**MAJUPERAK HOLDINGS BERHAD**  
**(585389-X)**

**TERMS OF REFERENCE**

**For**

**NOMINATION COMMITTEE**

## **1.0 PURPOSE**

- 1.1 To review the structure, size and composition of the Board and to recommend to the Board any adjustments deemed necessary.
- 1.2 To identify and nominate for the approval of the Board candidates of sufficient caliber, knowledge, integrity, professionalism and experience to fill Board vacancies as and when they arise.
- 1.3 To review any matters referred to the Committee where any director (other than the Chairman) is in a situation (or potentially in a situation) where that director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (a “situational conflict”) and to recommend to the Board whether any such situational conflict should, and if so on what terms, be authorised by the Board, and if deemed appropriate, recommend approval of such conflicts to the Board. In relation to “situational conflicts” Committee members who are not themselves interested in the matter relating to a conflict of interest can vote and be counted in the necessary quorum. If the conflict relates to the Chairman, then only the Board can consider and (if appropriate) approve such a conflict.

## **2.0 FUNCTIONS/SCOPE OF DUTIES**

- 2.1 Establishing minimum requirements for the Board of Directors, mix of skills, experience, qualifications etc;
- 2.2 Recommending to the Board and assessing the nominees for directorship, board committee members, Chief Executive Officer and Company Secretary;
- 2.3 Overseeing and reviewing the overall composition and balance of the board and other board committees;
- 2.4 Recommending to the Board the appointment / removal of a Director/Chief Executive Officer/Chief Financial Officer/ C-Suite management officer/ Company Secretary from the Board/Management, if necessary;
- 2.5 Establishing a mechanism for the formal assessment on the effectiveness of the Board and contribution of each of the Director. Annual assessment should be conducted based upon an objective performance criterion approved by the Board;
- 2.6 Overseeing the appointment, management succession planning and performance evaluation of Chief Executive Officer/Chief Financial Officer/ C-Suite management officer and Company Secretary;

2.7 Committee should not be delegated with decision-making powers.

### **3.0 MEMBERSHIP**

3.1 The Committee shall be appointed by the Board of Directors amongst the Directors of the Company which fulfils the following requirements:

3.1.1 The Committee must be composed of no less than three (3) members; and

3.1.2 A majority of the Committee must be independent directors.

3.2 The members of the Committee shall elect a Chairman from among themselves who shall be an independent director. He/She shall attend the Annual General Meeting and be prepared to respond to any shareholders questions on the Committee's activities.

3.3 No alternate director should be appointed as a member of the Committee.

3.4 In the event of any vacancy in the Committee resulting in less than the minimum number of members, the Board of Directors shall within six months of the that event fill the vacancy.

3.5 The terms of office and performance of the Committee and its members must be reviewed by the Board of Directors at least once every three (3) years to determine whether the Committee and its members have carried out their duties in accordance with their terms and reference.

### **4.0 MEETINGS**

#### **4.1 Secretary**

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

#### **4.2 Frequency of meetings**

4.2.1 Meetings shall be held at least once a year or more frequently if required.

### **4.3 Quorum**

4.3.1 A quorum shall consist of two (2) members, one of whom shall be the Chairman or his/her nominee.

### **4.4 Attendance**

4.4.1 The Committee shall decide the attendees from the Company for each meeting apart from the Secretary.

4.4.2 Other directors and employees may attend any particular meeting only at the Committee's invitation, specific to the relevant meeting.

### **4.5 Reporting procedure**

4.5.1 The Committee shall regularly report to the Board on the matters discussed and the minutes of all meetings shall be circulated to all members of the Board. The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

### **4.6 Meeting Procedure**

4.6.1 The Committee shall formulate, implement and regulate its own procedure, with respect to:

- 4.6.1.1 notice to be given of such meetings;
- 4.6.1.2 the voting and proceedings of such meetings;
- 4.6.1.3 the keeping of minutes; and
- 4.6.1.4 the custody, production and inspection of such minutes.

### **4.7 Agenda and papers**

4.7.1 The agenda and papers shall be available on request to all members of the Board.

## **5.0 DELEGATION**

5.1 The Committee shall not be entitled to sub-delegate any of its powers or authority.

## **6.0 ADVISERS**

6.1 The Committee may obtain, determine and recommend to the Board for approval the fees for, any outside legal or other independent professional advice as it considers necessary in connection with its duties and secure the attendance of external advisers at its meetings.