

SUNSURIA BERHAD (Company No. 8235-K)
(Incorporated in Malaysia)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. Purpose

The primary objective of the Nomination Committee (as a standing committee of the Board) is to assist the Board in appointing new directors and assessing directors on an ongoing basis.

2. Constitution

The Nomination Committee shall be appointed by the Board of Directors from amongst its members and composed exclusively of non-executive directors, a majority of whom are independent. The Chairman of the Nomination Committee should be the Senior Independent Director identified by the Board.

3. Reporting Responsibilities

The Nomination Committee will report to the Board the nature and extent of the functions performed by it and may make such recommendations to the Board it may think fit.

4. Meetings

The Nomination Committee shall meet at least once a year to assess the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual director.

The Nomination Committee may invite any director, senior managers and executives to attend the meetings, if required.

The Nomination Committee may call for a meeting as and when required with reasonable notice as the Committee Members deem fit. The Nomination Committee Members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting. Minutes of such a meeting signed by the Chairman of the Committee shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid.

The Minutes of each Meeting shall be made available to all members of the Board upon request.

A resolution in writing signed or approved via letter, telex or facsimile by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Nomination Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.

5. Quorum

The quorum for a meeting shall be two members. In the absence of the Chairman of the Nomination Committee, members present shall elect a Chairman for the meeting.

6. Duties and Responsibilities

The Nomination Committee shall be responsible for the following:-

- (a) Propose new nominees for the board, taking into consideration the candidates' skills, knowledge, expertise and experience; professionalism; integrity; and in the case of candidates for the position of independent non-executive directors, the nomination committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- (b) Make appropriate recommendations to the Board on matters of renewal or extension of directors appointment and re-appointment of retiring directors;
- (c) Consider, in making its recommendations, candidates for directorships proposed by the Executive Chairman and, within bounds of practicability, by any other senior executive or any director or shareholder;
- (d) Recommend to the Board, directors to fill the seats on Board Committees;
- (e) Assess directors on an ongoing basis;
- (f) Review annually and assess performance of non-executive directors on annual basis; based on skills, experience and core competencies which non-executive directors should bring to the board and submit its recommendations to the board; and
- (g) Carry out a process implemented by the board on an annual basis for assessing the effectiveness of the board as a whole, the committees of the board and for assessing the contribution, time commitment and protocols for new directorships of each individual director including Independent Non-Executive Directors and Chief Executive Officer.
- (h) Assisting the Board in an annual review of the independence of the Independent Non-Executive Director.

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- (i) To review succession planning for the Board chairman, directors and key management personnel
- (j) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether such audit committee members have carried out their duties in accordance with their terms of reference.
- (k) Identifying and recommending the appropriate continuing education/training programmes for the Board members, and Board Induction Programmes for newly appointed Board Members.
- (l) The Board, subject to the assessment of the Nomination Committee, shall justify and seek Shareholders' approval in the event it retains as an independent director, a person who has served in that capacity for more than nine (9) years.
- (m) Ensuring that women candidate(s) is/are sought as part of its recruitment exercise to maintain the boardroom diversity in the Company.
- (n) Each Committee Member should abstain from discussion or voting on any resolutions in respect of the assessment of his performance or re-nomination as Director.