



SASBADI HOLDINGS BERHAD
(Company No. 1022660-T)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

The Board of Directors (“Board”) has established a Committee of the Board to be known as the Nomination Committee.

Membership

1. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise not less than three (3) members comprising exclusively non-executive directors, a majority of whom shall be independent.
2. The members of the Committee shall elect a Chairman from among their members.
3. The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Committee.
4. If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

Meetings and Minutes

5. The Committee shall meet at least twice a year.
6. The Chairman of the Committee may request for a meeting as and when deemed necessary. The quorum for the meeting of the Committee shall consist of not less than two (2) members.
7. The Committee shall report to the Board and its minutes tabled and noted by the Board. The books containing the minutes of proceedings of any meeting of the Committee shall be kept by the Company at the registered office or the principal office of the Company and shall be open for inspection of any member of the Committee and the Board.
8. The Chairman of the Committee shall be entitled, where deemed appropriate, to invite any other person to a meeting of the Committee at which that person’s expertise may be required having regard to the subject matter to be discussed.

Functions

The Nomination Committee shall:

9. Assess and recommend to the Board the candidates for directorships of the Company.
10. Recommend to the Board, Directors to fill seats on Board Committees.
11. Annually assess the effectiveness of the Board as a whole, Board Committees and the contributions of each individual Director, taking into consideration the required mix of skills, expertise, experience, commitment and other requisite qualities including core competencies which Directors should bring to the Board.
12. Orientate and educate new Directors as to the nature of the business, current issues within the Company and the corporate strategies, the expectations of the Company concerning input from the Directors and the general responsibilities as directors.
13. Recommend to the Board the re-election of Directors who retire at annual general meetings.
14. Periodically review and report to the Board the succession planning for the Board including Board Chairman and Managing Director, and senior management. The Board should work with the Committee to evaluate potential successors.
15. Formulate, develop, maintain and review criteria to be used for recruitment process, annual assessment of Directors including assessment of independence.
16. Determine appropriate training for Directors and review the fulfilment of such training requirements, where appropriate.
17. Conduct exit interview with the resigning key personnel or Principal Officer of the Company, where appropriate.

Reporting Procedures

18. The actual decision as to who shall be appointed to the Board or Board Committees or to fill key management position(s), if applicable, should be the responsibility of the full Board after considering the recommendations of the Committee.
19. Reports to the full Board from time to time its recommendations for consideration and implementation.