

## **ASIA MEDIA GROUP BERHAD**

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

#### **Composition**

The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members of which comprising exclusively non-executive directors, the majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

#### **Term of office**

The Board of Directors must review the term of office and performance of the Committee and each of its members at least once every 3 years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

#### **Chairman**

The Chairman of the Committee shall be the Senior Independent Director identified by the Board.

#### **Functions**

The Committee shall:-

- i. Recommend the nomination person or persons for all directorships to be filled by the shareholders or the board;
- ii. Consider, in making its recommendations, candidate or directorships proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability any other senior executive or any director or shareholder;
- iii. Assess the directors on an ongoing basis;
- iv. Oversee the selection of directors and general composition of the Board (size, skill and balance between executive directors and non-executive directors
- v. Assess annually the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board; and
- vi. Review annually the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board; and
- vii. Review annually the term of office and performance of audit committee members to determine whether such audit committee have carried out their duties in accordance with their terms of reference.  
[amendments on the role of NC pursuant to paragraph 15.20 of Main Market Listing Requirements]

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**Meetings**

i. Frequency of Meeting

The Committee should at least once a year with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities.

The Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held.

ii. Quorum

The quorum shall be two (2) members.

iii. Proceedings of Meeting

The Committee should have a formal schedule of matter specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.