

## **MALTON BERHAD**

### **NOMINATING COMMITTEE TERMS OF REFERENCE**

#### **Objectives of the Nominating Committee**

The main objectives of the Nominating Committee are:-

1. Evaluation of the performance and effectiveness of the Board as a whole and the performance and contribution of each Director based on the criteria set out below:-
  - i. Size and composition of the Board;
  - ii. Qualification, skills and experience of each Director; and
  - iii. Time commitment of each Director
2. Evaluation of the independency of each independent director;
3. Evaluation of the representation of minority interests through independent directors; and
4. Recommendation and evaluation of candidates for appointment as director.

#### **Membership of the Nominating Committee**

1. The Company shall appoint a Nominating Committee from amongst its Directors and shall consist of not less than 3 members, exclusively Non-Executive Directors and a majority of whom must be independent.
2. No alternate director shall be appointed as a member of the Nominating Committee.

#### **Chairman of the Nominating Committee**

The members shall appoint one of their numbers to be the Chairman of the Nominating Committee.

#### **Authority of the Nominating Committee**

The Nominating Committee shall, in accordance with a procedure to be determined by the Board of Directors and at the cost of the Company:-

1. Have access to resources deemed appropriate for the discharge of its duties;
2. Have full and unrestricted access to any information of the Group deemed appropriate for discharge of its duties;
3. Be able to obtain independent professional advice or other advice necessary for the discharge of its duties

#### **Key Functions and Responsibilities of the Nominating Committee**

1. On proposed new appointment of director:-
  - i. To consider and recommend, for approval by the Board of Directors, the candidate(s) taking into consideration the character, integrity, knowledge, skills, knowledge, expertise and experience. For appointment as an independent director, evaluation of independency of the candidate will be included.

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- ii. To evaluate the composition of the Board including the skills, knowledge and experience of each Director and diversity of the Board.
2. Annual Performance Assessment
  - i. To review the mix of skills and experience of each Director, the Board as a whole and Board Committees;
  - ii. To review the contribution of each Director and effectiveness of the Board as a whole and also contribution and effectiveness of Board Committees;
  - iii. To review the independency of Independent Director; and
  - iii. To review the attendance at meetings.

#### **Meetings and Reporting of the Nominating Committee**

1. The quorum in respect of a Nominating Committee meeting shall be at least two persons.
2. The Company Secretary shall act as the Secretary of the Nominating Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and other supporting explanatory documentation for circulation to the Committee Members prior to each meeting. The Secretary will also be responsible for keeping the minutes of the meetings of the Committee and circulating them to the members of the Committee and the Board.
3. The Nominating Committee shall meet twice a year or as and when required.
4. All or any member of the Committee may participate in a meeting of the Committee by telephone conferencing, video conferencing or any communication equipment that allows all persons participating in the meeting to communicate with each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.