



V.S. INDUSTRY BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Terms of Reference of Nomination Committee

COMPOSITION

The Nomination Committee (“NC”) shall be appointed by the Board from amongst its members and majority of the members of the committee shall be Independent Directors.

The Chairman of the NC shall be an Independent Director.

In order to form a quorum for the meeting, the majority of members present must be independent.

The Secretary of the NC shall be the Company Secretary or such other person as may be nominated by the Nomination Committee.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the NC are as follows:

- (i) To review the Board’s present size, structure and composition of the Board as well as the required mix of skills, experience, composition, size and competency required.
- (ii) To consider potential candidates for the position of director and assessing their suitability based on skills, knowledge, expertise, experience, professionalism and integrity.
- (iii) To review and assess the contribution of each Director and the effectiveness of the Board and Board Committees.
- (iv) To review the succession plans, policy on Board Composition and Board diversity (including gender, ethnicity and age diversity).
- (v) To review training and professional development programmes attended by the Directors for each financial year as well as the training programs required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends.
- (vi) To review the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.