

TERM OF REFERENCE OF NOMINATION COMMITTEE

Composition

1. Members

The members of the Committee shall comprise exclusively of Non-Executive Directors and number at least three (3) in total, a majority of whom being independent.

2. Chairman

The Chairman of the Committee shall be an Independent Non-executive Director appointed by the Board.

3. Secretary

The Secretary of the Committee shall be the Company Secretary or any other person so appointed by the Committee from time to time.

Meetings

1. Attendance

The Executive Directors may be invited to attend meetings as necessary.

2. Frequency of Meetings

The Committee shall meet at least once a year. Additional meetings may be held as and when necessary.

3. Quorum

The quorum of the Committee shall be at least two members.

4. Minutes of Meetings

The minutes of meetings of the Committee shall be circulated to all members of the Board.

Advisers

The Committee is authorised by the Board to appoint professional advisers and to seek appropriate professional advice inside and outside the group as and when it considers this necessary.

Functions and Responsibilities

1. To review the balance of Executive and Non-executive Directors (including Independent Directors) with an aim to achieving a balance of views on the Board.
2. To assess and recommend to the Board all candidates for directorships to be filled by the shareholders or 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, evaluate the candidates' ability to discharge such responsibilities / functions as expected from independent non-executive directors.
3. To consider in making its recommendations, candidates for directorships proposed by the Executive Director and within the bound of practicability, by any other senior executive or any director or shareholder.
4. To ensure a formal and transparent procedure for the appointment of new directors to the Board.
5. To assess and recommend to the Board, directors to fill the seats on Board Committees.
6. To review the required mix of skills and experience and other qualities, including core competencies, of the members of the Board.
7. To assess the contribution of each individual director, the effectiveness of the Board as a whole and the committees of the Board.