

# DutaLand Berhad

(7296-V)

## TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

### **1.0 OBJECTIVE OF THE NOMINATION COMMITTEE (“Committee”)**

1.1 The objectives of the Committee are:

1.1.1 To establish a policy from which the Committee shall make its recommendation to the Board on the nomination of new Directors to the Board. The actual decision as to who shall be nominated is the responsibility of the Board as a whole after considering the recommendation of the Committee.

The policy aforesaid shall take into consideration the following:

- (a) in recommending potential candidates, the Committee acknowledges that the new candidates should provide the required mix of skills and experience to the Board;
- (b) in recommending possible candidates, the Committee may consider candidates proposed by any Director or shareholder of the Company;
- (c) in event of the Company has a substantial shareholder, the Committee shall assist the Board in including a member of the Board which fairly reflects the investment in the Company by shareholders other than the substantial shareholder; and
- (d) in event of a shareholder holds less than the majority shares of the Company but is the largest shareholder, the Committee shall assist the Board in exercising judgment in determining the appropriate number of Directors sitting on the Board which fairly reflects the investment of the remaining shareholders in the Company.

1.1.2 To assist the Board in annually reviewing the required mix of skills and experience and other qualities of the Board members, including core competencies which Non-Executive Directors should bring to the Board.

1.1.3 To annually implement the assessment process formulated by the Board designed to assess the effectiveness of the Board as a whole.

1.1.4 To assist the Board in reviewing annually the effectiveness of the Board Committees and the contribution of each individual member of the Board.

1.1.5 To assist the Board in examining the size of the Board, with a view to determining the impact of the number of Directors upon its effectiveness.

1.1.6 To assist the Board in nominating the membership of other Board Committees.

## **2.0 COMPOSITION OF THE COMMITTEE**

- 2.1 The Board shall appoint the members, which shall consist entirely of Non-Executive Directors, majority of whom are Independent Directors.
- 2.2 The composition of the Committee must be comprised of not fewer than three (3) members.
- 2.3 When the membership of the Committee for any reason is below three (3), the Board shall within six (6) months of the event, appoint such number of new members as may be required to make up the maximum number of three (3) members.
- 2.4 The members shall elect a Chairman from amongst themselves who is an Independent Director.
- 2.5 All members shall hold office only for so long as they serve as Directors of the Company.
- 2.6 Members of the Committee may relinquish their membership in the Committee with prior written notice to the secretary of the Company and may continue to serve as Directors of the Company.
- 2.7 The secretary of the Committee shall be the Company Secretary.
- 2.8 The Board should be entitled to the services of a Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory requirements.

## **3.0 POWER OF THE COMMITTEE**

- 3.1 In general, the Committee shall not have the delegated power from the Board to implement its recommendations but should be obliged to report its recommendations back to the Board for consideration and implementation.
- 3.2 In carrying out its duties and responsibilities, the Committee shall have the following authority:
  - 3.2.1 Full, free and unrestricted access to any information, records, properties and personnel of the DutaLand Group;
  - 3.2.2 To obtain independent professional advice and expertise necessary for the performance of its duties; and
  - 3.2.3 All members shall have access to the advice and services of the Company Secretary.

#### **4.0 DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

- 4.1 The following are the main duties and responsibilities of the Committee collectively, which are not exhaustive and can be augmented, if necessary, with the Board's approval:
- 4.1.1 Review the policy aforesaid from time to time;
  - 4.1.2 Advise the Board regarding the details and implementation of the policy aforesaid;
  - 4.1.3 Make the necessary recommendations as specified under the objectives of the Committee;
  - 4.1.4 Assist the Board in reviewing the performance of Executive Directors annually; and
  - 4.1.5 Recommend to the Board the termination of individual Directors for cause or other appropriate reasons.
- 4.2 In discharging its duties, the Committee shall at all times be mindful of the provisions of the Malaysian Code on Corporate Governance and all applicable laws, regulations and guidelines.

#### **5.0 COMMITTEE MEETINGS**

- 5.1 The Committee shall convene meetings as and when required, provided that the Committee shall meet at least once a year.
- 5.2 The Chairman of the Committee, or the secretary of the Committee on the requisition of the members, shall at any time summon a meeting of the members by giving three (3) days' notice. It shall not be necessary to give notice of a Committee meeting to any member for the time being absent from Malaysia.
- 5.3 No business shall be transacted at any meeting of the Committee unless a quorum is present. Each meeting shall have a minimum quorum of two (2) members of the Committee including the Chairman.
- 5.4 The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.
- 5.5 Appropriate officers of the Company or professional advisors may be invited to attend the meeting where the Committee considers their presence necessary.
- 5.6 All recommendations and findings of the Committee shall be submitted to the Board for approval. Upon such approval, the secretary of the Committee shall distribute to each member a copy of the said approval.