

**TERMS OF REFERENCE
NOMINATION COMMITTEE OF HWANG CAPITAL (MALAYSIA) BERHAD**

1. COMPOSITION

The Committee shall consist of not less than three (3) members. All members shall be Non-Executive Directors of the Company with the majority of members being Independent Directors.

2. CHAIRMAN

The Chairman of the Committee shall be an Independent Director.

3. QUORUM

The quorum for each meeting shall be a majority of members.

4. APPROVING AUTHORITY FOR MEMBERSHIP CHANGES

The Board of the Company upon recommendation of the Committee.

5. MEETINGS

Meetings shall be held as and when necessary. However, the full Committee shall meet not less than once (1) a year. A member may at any time and the secretary(ies) shall on the requisition of a member summon a meeting of the Committee.

Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee.

In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote PROVIDED THAT the Chairman of the meeting at which only two (2) members are competent to vote on the question at issue, shall not have a casting vote.

The Company Secretary(ies) shall be the secretary(ies) of the Committee.

6. OBJECTIVE

The Committee shall provide a formal and transparent procedure for the appointment of Directors, Board committees members and the Chief Executive Officer(s) (if any) as well as assessment of the effectiveness of such individual Directors, the Board as a whole and the performance of the Chief Executive Officer(s) (if any).

7. RESPONSIBILITIES

The Committee is authorised by the Board to:-

- (a) review annually the composition and size of the respective Boards and determine the appropriate Board balance between Executive Director(s), Non-Executive Directors and Independent Directors;

- (b) review and recommend to the respective Boards the required mix of skills, experience, qualification and other core competencies required of a Director and Chief Executive Officer(s) (if any). Such requirements and criterion should be approved by the respective full Boards;
- (c) recommend and assess the nominees for directorship, Board committees as well as nominees for Chief Executive Officer(s) (if any). This includes assessing Directors for reappointment. Suitably qualified women candidates should be sought as part of the recruitment exercise. The actual decision as to who shall be nominated shall be the responsibility of the respective full Boards;
- (d) recommend to the respective Boards the removal of a Director, Chief Executive Officer(s) (if any) if they are ineffective, errant and negligent in discharging their respective responsibilities;
- (e) establish a mechanism for the formal annual assessment, based on objective performance criterion approved by the respective full Boards, on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the Chief Executive Officer(s) (if any);
- (f) ensure that all Directors receive appropriate continuous training programmes in order to keep abreast with the latest developments in the industry; and
- (g) oversee the appointment, management succession planning and performance evaluation of the Chief Executive Officer(s) (if any).

8. REPORTING PROCEDURES

The Committee reports to the Board of the Company and the Company Secretary(ies) shall circulate the minutes of meetings of the Committee to all members of the Board of the Company.