



NOMINATION COMMITTEE TERMS OF REFERENCE

1. PRIMARY PURPOSE

The primary purpose of the Nomination Committee (“Committee”) is to recommend a formal and transparent procedure for the appointment of new Directors to the Board and Board Committees. The Committee will also assist the Board, in reviewing on an annual basis the required mix of skills and experience of the Directors of the Board and in establishing procedures and process towards an annual assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director.

2. COMPOSITION AND MEMBERSHIP

- 2.1 The Committee shall be appointed by the Board from among their number and shall comprise exclusively of Non-Executive Directors, a majority of whom shall be Independent and shall not be less than two (2) members.
- 2.2 The members of the Committee shall elect a Chairperson from among their number who is an Independent Non-Executive Director.
- 2.3 If a member of the Committee resigns, dies or for any reason ceases to be a member with the result that the number of members is reduced below two (2), the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of two (2) members.
- 2.4 The appointment of a Committee member terminates when the member ceases to be a Director.

3. RIGHTS AND AUTHORITY

- 3.1 The Committee is authorised by the Board to make decisions on matters which fall within the purpose and responsibilities of the Committee within these terms of reference. It is authorised to seek any information if requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board to seek outside legal or other professional assistance if it considers necessary.

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4. FUNCTIONS

The functions of the Committee shall be:

- a. to recommend the optimum size of the Board to reflect the desired skills and competencies and to propose new nominees to the Board;
- b. to ensure a Board balance comprising of both Executive Directors and Non-Executive Directors and that at least 1/3 of the Board is Independent and to determine if additional Board members are required;
- c. to recommend to the Board on the appropriate number of Directors to compose the Board which should fairly reflect the investment of the minority shareholders in the Company, and whether the current Board representation satisfies this requirement;
- d. to recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board;
- e. to consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- f. to recommend to the Board, Directors to fill the seats on Board Committees;
- g. to undertake an annual review of the required mix of skills and experience and other qualities of Directors, including core competencies which Non-Executive Directors should bring to the Board and to disclose this in the Annual Report;
- h. to assist the Board to carry out an annual assessment of the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director; and
- i. to assist the Board to undertake an assessment on conflict of interest of Directors, Key Senior Management and Board candidate of the Company based on the Company's Managing Conflict of Interest Policy and Procedure.

5. MEETINGS

- 5.1 A minimum of one (1) meeting per year is to be planned, although additional meetings may be called at any time at the Nomination Committee Chairperson's discretion. An agenda shall be sent to all members of the Committee and any other persons who may be required to attend.
- 5.2 The quorum of each meeting shall be two (2) members
- 5.3 Members of the Committee may participate in its meeting by means of teleconferencing, video-conferencing or any other communication equipment. Such participation in a meeting shall constitute presence in person at such meeting.

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- 5.4 Minutes of each meeting shall be kept and distributed to all attendees (members) of the Nomination Committee Meeting. The Chairperson of the Committee shall report on each meeting to the Board.
- 5.5 A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Committee members for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee and shall be recorded in the Committee's minutes book.
- 5.6 The record of papers and materials presented to the Committee, as well as minutes of the meeting and resolution in writing are maintained and kept in the registered office and are accessible to the Committee and the Board.

6. SECRETARY

The Secretary to the Committee shall be the Company Secretary or any other person appointed by the Committee.

7. REVIEW OF TERMS OF REFERENCE

This Terms of Reference will be periodically reviewed to ensure that it remains aligned with the Committee's role and responsibilities, and make any changes deemed necessary.

8. ACCESS TO TERMS OF REFERENCE

This Terms of Reference is accessible on the Company's website at www.pintaras.com.my.