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**TERMS OF REFERENCE  
OF  
NOMINATING COMMITTEE**

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**Membership**

1. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent.
2. The members of the Nominating Committee shall elect a Chairman from among their members. In the absence of the Chairman of the Nominating Committee, the remaining members present shall elect one of their number to chair the meeting.
3. The Secretary to the Nominating Committee shall be the Company Secretary.

**Meeting and Minutes**

1. The Nominating Committee shall meet at least once a year or at such other times as the Chairman of the Committee deems necessary.
2. A quorum shall be two (2) members.
3. Minutes of each meeting shall be distributed to each member of the Board.

**Functions**

1. Propose new nominees for appointment to the Board of Directors.
2. Review the character, experience, integrity, commitment, competency, qualification and track record of the proposed new nominees for appointment to the Board. In the case of nominees for the position of Independent Non-Executive Directors, to evaluate the nominee's ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
3. Evaluate the mix and balance of skills, knowledge and experience on the Board as well as other qualities including core competencies which Non-Executive Directors should bring to the Board.
4. Recommend Directors to fill the seats on Board Committees.
5. Recommend to the Board the continuation (or not) in service of Directors who are due for retirement by rotation and/or who have attained 70 years old.



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6. Regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes deemed necessary.
7. Assess on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director, as well as Chief Executive Officer where one is so appointed.
8. Assess annually the independence of Independent Non-Executive Directors.
9. Orientate and educate new Directors as to the nature of the business, current issues within the Company and the corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors as per the Board Charter.
10. Keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.
11. Consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are needed on the Board in the future.
12. Other functions as authorised by the Board.

**Procedures**

1. Report to the full Board from time to time, its recommendations for consideration and implementation.
2. The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendations of the Committee.