

N O M I N A T I O N C O M M I T T E E C H A R T E R

This Charter establishes the purpose, composition, responsibilities and operations of the Nomination Committee (the “Committee”).

1. COMPOSITION

The Committee shall be composed of at least three (3) members, one (1) of whom shall be an independent director and one (1) non-voting member in the person of the HR Director/Legal Manager. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled by the Board of Directors.

2. ROLE

The Committee’s role is to determine the nominees for election to the Company’s Board of Directors, to identify and recommend candidates to fill vacancies occurring between annual shareholder meetings, and to provide communication with the Board of Directors and, as appropriate, communication with shareholders and regulators.

3. RESPONSIBILITIES

The responsibilities of the Committee are:

- 3.1. Pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications provided under the Manual on Corporate Governance and all relevant rules and regulations.
- 3.2. Ensure that all candidates nominated to become a member of the Board of Directors shall possess the ideals and values that are aligned to the Company’s vision and mission statements.
- 3.3. In consultation with the appropriate executive or management committee/s, re-define the role, duties and responsibilities of the Chief Executive Officer (CEO) by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.
- 3.4. Determine the number of directorships which a member of the Board of Directors may hold, in accordance with the guidelines provided under the Manual on Corporate Governance and all relevant rules and regulations.

4. PROCEEDINGS

The Committee shall meet at least once a year or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting of the Committee is two (2) members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee.

The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee. The Committee Secretary, under the direction of the Committee Chairman shall

prepare the agenda and provide the Committee members advance notice of meetings, the agenda, along with appropriate briefing materials. Minutes of the meeting shall be provided to the members within days after the said meeting.

5. REPORTING RESPONSIBILITIES

The Committee Chairman must report to the Board of Directors regarding the Committee actions and activities. The Committee shall make recommendations to the Board of Directors as and when it considers it appropriate in relation to its duties and responsibilities.

6. COMMITTEE ADVISORS

The Committee is authorized to hire independent advisors, and to secure the attendance of such advisors if it considered necessary for the proper performance of the Committee functions under this Charter.

4 March 2015