



KUMPULAN PERANGSANG SELANGOR BERHAD (23737-K)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

The Terms of Reference of the Nomination Committee shall be as follows: -

1.0 CONSTITUTION

The Committee has been established by a resolution of the Board of Directors and shall be known as the Nomination Committee (“Nomination Committee” or “Committee”).

2.0 OBJECTIVES

The primary objectives of the Nomination Committee is to assist in discharging the Board’s responsibilities:

- 2.1 In assessing the existing directors’ ability to contribute to the effective decision making of the Board of Directors;
- 2.2 In identifying, recommending appointments of directors and orienting new directors;
- 2.3 In identifying the mix of skills and experience and other qualities the Board requires for it to function completely and efficiently; and
- 2.4 In identifying, assessing and recommending to the Board of Perangsang Selangor, the Non-Executive Directors (“NEDs”)/ Senior Management/external experts as Board Representative to sit in the board of subsidiaries and/or associate companies.
- 2.5 In reviewing and recommending to the Board of Perangsang Selangor, the executive appointments of the Chief Executive Officer (“CEO”) of Perangsang Selangor.
- 2.6 In identifying, reviewing and recommending to the Board of subsidiary companies the executive appointments of the CEO and Chief Financial Officer (“CFO”) or CFO equivalent, of the subsidiary companies.

3.0 MEMBERSHIP

- 3.1 The members of the Nomination Committee shall be appointed by the Board of Directors from amongst the Directors of the Company and shall consist of not less than four (4) members. The members of the Nomination Committee shall comprise exclusively of Non-Executive Directors and a majority of whom are independent.
- 3.2 The Chairman of the Nomination Committee shall be the Senior Independent Director who shall be appointed by the Board.
- 3.3 No alternate Directors of the Board shall be appointed as a member of the Committee.

4.0 MEETINGS AND QUORUM

- 4.1 The Meetings shall be held not less than one (1) time a year. A member at any time and the Secretary shall on the requisition of a member summon a meeting of the Nomination Committee.
- 4.2 Any four (4) members present shall constitute a quorum.
- 4.3 At all meetings of the Committee, the Chairman of the Committee, if present, shall preside. In the absence of the Committee's Chairman, the members present at the meeting shall elect a Chairman of the meeting, who shall be an Independent Director.
- 4.4 Issues/matters arising at any meeting of Nomination 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 Nomination Committee.
- 4.5 In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 4.6 The Company Secretary shall be the Secretary of the Nomination Committee.
- 4.7 Any resolution in writing, signed or assented to by all the members 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, and may consist of several documents in the like form, each signed by one or more members of the Committee.

5.0 RESPONSIBILITIES

- 5.1 To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the Nomination Committee should consider the candidates'
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and

- in the case of candidates for the position of independent non-executive directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- 5.2 To consider in making its recommendations, candidates for directorship proposed by the Chief Executive Officer and, within the bounds of practicability, by any other Senior Management or any Director or Shareholder.
 - 5.3 To recommend to the Board, directors to fill the seats on Board Committees.
 - 5.4 To identify prospective candidates with experience and relevant expertise and making recommendations to the Board of Perangsang Selangor, for board representation in the subsidiaries and/or associate companies of Perangsang Selangor.
 - 5.5 To identify, review and recommend to the Board of Perangsang Selangor the prospective candidates for the executive appointments of the CEO of Perangsang Selangor.
 - 5.6 To review and recommend to the Board of subsidiary companies the prospective candidates for the executive appointments of the CEO and CFO or CFO equivalent of the subsidiary companies.
 - 5.7 The Committee shall make recommendations to the Board concerning matters relating to:
 - a) Establishing Company Corporate Key Initiatives (“CKIs”) and setting targets linked to business strategy
 - b) Establishing KPIs and setting targets for CEO
 - 5.8 To develop criteria and oversee annual assessment with the appropriate criteria on the effectiveness of the Board of Directors as a whole, the Board Committees and the contribution of each individual Director and Chief Executive Officer.
 - 5.9 To develop criteria and oversee annual assessment with the appropriate criteria on the effectiveness of the board representative in the subsidiaries and/or associate companies.
 - 5.10 To review the term of office and performance of an Audit Committee and each of its members annually to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference, in line with Paragraph 15.20 of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
 - 5.11 To review and recommend to the Board the required mix of skills and experience and other qualities the Board requires in order to function completely and efficiently.

- 5.12 To assess the performance and contributions of directors who stand for re-election whether they meet established performance evaluation criteria.
- 5.13 To develop criteria to assess independence of directors.
- 5.14 To facilitate achievement of board gender diversity policies and targets.
- 5.15 To facilitate Board induction and training for newly appointed Director
- 5.16 To review training program for the Board.
- 5.17 To review the succession planning of the Board.
- 5.18 To review the succession planning of CEO. Talent Management and Succession Planning policies set by the Group will be used as guiding principle. The Members' key duties are as follows:-
 - a) To identify high potential and selected talents for C Level position.
 - b) To approve specific development intervention of selected talent.
 - c) To ensure follow through on development agenda of each talent.
 - d) To review progress, new assignments, hiring external expertise in order to recalibrate development activities to address capability needs for optimum results.

6.0 AUTHORITY

- 6.1 The Nomination Committee is authorised by the Board of Directors to review, appraise and recommend any matter within its Terms of Reference.
- 6.2 The Nomination Committee is authorised by the Board of Directors to obtain outside professional advice and to secure the attendance of external parties with relevant experience to render necessary advice.