

**ECO WORLD DEVELOPMENT GROUP BERHAD**  
(Company No. 17777-V)  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**1. Objectives**

The principal objective of the Nomination Committee (“**NC**”) is to assist the Board of Directors (“**Board**”) in proposing new nominees for the Board. The decision as to who shall be nominated shall be the responsibility of the full board.

The role of the NC is to ensure that the Board comprises Directors with an appropriate mix of responsibilities, skills, experience, as well as to ensure a proper balance between Executive Directors and Independent Non-Executive Directors.

**2. Composition of members**

The Board of Directors shall elect the NC members from amongst themselves, and shall consist of not less than three (3) members, comprise exclusively of Non-Executive Directors, a majority of whom must be independent.

**3. Chairman**

The Chairman of the NC (“**Chairman**”) shall be elected from amongst the NC members and shall be an Independent Non-Executive director approved by the Board of Directors. In the absence of the Chairman, the other Independent Director shall be the Chairman for that meeting.

**4. Secretary**

The Secretary of the NC shall be the Company Secretary of the Company.

**5. Meetings**

5.1 The NC may meet together for the despatch of business, adjourn and otherwise regulate their meetings at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at his discretion.

5.2 The Secretary shall, on the requisition of the members of the NC, summon a meeting of the NC. Except in the case of an emergency, reasonable notice of every NC meeting shall be given in writing.

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- 5.3 The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- 5.4 A resolution in writing, signed by all the members of the NC, shall be as effectual as if it has 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 committee members.

**6. Quorum**

The quorum for a meeting of the Committee shall be two (2) members, present in person.

**7. Duties and Responsibilities**

The duties and responsibilities of the NC are as follows:-

- 7.1 To recommend to the Board, candidates for any directorships proposed to be filled by the shareholders or the Board;
- 7.2 To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- 7.3 To assess annually, the effectiveness of the Board as a whole and each individual Director, as well as the effectiveness of the various committees of the Board;
- 7.4 To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference;
- 7.5 To assess on an annual basis the independence of the Independent Non-Executive Directors;
- 7.6 To give consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board in the future;

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- 7.7 To 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;
- 7.8 To keep up-to-date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- 7.9 To review the results of the directors' performance evaluation process;
- 7.10 To evaluate the balance of skills, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular proposed appointment. In identifying suitable candidates, the Nomination Committee shall:-
  - (a) consider candidates from a wide range of backgrounds;
  - (b) consider candidates on merit, against objective criteria with due regard for the benefits of diversity on the Board, including gender; and
  - (c) ensure that once appointed, appointees have enough time available to devote to the position of director.
- 7.11 To act in line with the directions of the Board of Directors;

**8. Adviser**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary at the expense of the Company.

**9. Reporting Responsibilities**

- 9.1 The Chairman of the NC shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- 9.2 The NC shall make whatever recommendations to the Board it deems appropriate, on any area within its terms of reference and/or where action or improvement is needed.
- 9.3 The NC shall report to the Board on its activities, based on these Terms of Reference.