

**ECO WORLD DEVELOPMENT GROUP BERHAD**  
(Company No. 197401000725 (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 and 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 3 members, comprise exclusively of Non-Executive Directors, a majority of whom must be independent.

In the event of any vacancy in the NC resulting in the number of members of the NC falling below 3, the vacancy shall be filled as soon as possible, but shall not be later than 3 months of that event.

**3. Chairman**

The Chairman of the NC (“Chairman”) shall be elected from amongst the NC members and shall be an Independent Non-Executive Director or the Senior Independent Non-Executive Director approved by the Board of Directors. In the absence of the Chairman of the NC, the other members of the NC shall amongst themselves elect an Independent Director to chair the 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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**(Terms of Reference of Nomination Committee - cont'd)**

- 5.3 Other members of the Board and management may attend meetings upon the invitation of the NC.
- 5.4 The Committee members may participate in a meeting by means of conference telephone, conference videophone or any other audio visual or other communications equipment by means of which allows all persons participating in the meeting to hear and speak with each other. Such participation in a meeting shall constitute presence in person at such meeting.
- 5.5 A resolution in writing, signed by majority of the members of the NC, shall be as effectual as if it has been passed at a meeting of the NC 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 2 members, present in person.

**7. Minutes**

Minutes of each meeting shall be kept at the registered office and distributed to each member of the NC and also to the other members of the Board. The minutes of the NC meeting shall be signed by the Chairman of the said meeting or by the Chairman of the next succeeding meeting.

**8. Duties and Responsibilities**

The duties and responsibilities of the NC are as follows:

**8.1 Appointments**

- (i) To consider and recommend to the Board, candidates for any directorships proposed to be filled by the shareholders, the Board or other sources such as independent recruitment firms, taking into consideration the following criteria:
- required skill, knowledge, expertise and experience;
  - time commitment, character, professionalism and integrity;
  - diversity in age, gender, experience and independence;
  - number of directorships in companies outside the Group; and
  - specialist knowledge or technical skill.

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**8.2 Retirement and Re-election**

- (i) Ensure every Director is subject to retirement at least once in every 3 years. A retiring Director shall be eligible for re-election.
- (ii) Recommend to the Board, candidates for re-election of Directors, to be approved by shareholders, pursuant to the Company's Constitution.
- (iii) Consider and recommend the Independent Directors who have served beyond 9 years for continuation in office, taking into consideration their performance and ability to continue to contribute to the Board.

**8.3 Annual Performance Assessment**

- (i) To review annually the structure, size and composition of the Board, including the skill, knowledge, experience and diversity of the Board and core competencies which Non-Executive Directors should bring to the Board.
- (ii) To assess annually, the effectiveness of the Board as a whole and each Director individually, as well as the effectiveness of the various committees of the Board and to review the results of the performance evaluation thereafter.
- (iii) To review annually, the term of office, competency and performance of the Audit Committee and each of its members to determine whether such Audit Committee and its members have carried out their duties in accordance with their terms of reference.
- (iv) To conduct assessment annually on the independence of each of the Independent Non-Executive Directors to ensure he/she is continually fit and maintain independence in order to provide appropriate scrutiny and impartial judgment.
- (v) To develop, maintain and review the criteria for evaluating the performance of the Board and Board Committee and each individual Director.
- (vi) To conduct board evaluation which is periodically facilitated by a professional, experienced and independent party.

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**8.4 Succession Planning**

- (i) To give consideration to succession planning for Directors and other senior executives, taking into account the challenges and opportunities facing the Company and its subsidiaries ("**Group**") and the skills and expertise needed on the Board in the future.
- (ii) 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.

**8.5 Others**

- (i) To keep up-to-date and fully informed about strategic issues and commercial changes affecting the Group and the market in which it operates.
- (ii) To act in line with the directions of the Board of Directors.

**9. 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.

**10. Reporting Responsibilities**

- 10.1 The Chairman of the NC shall orally report on the proceedings of each NC meeting to the Board at the next Board meeting following the NC Meeting.
- 10.2 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.
- 10.3 The NC shall report to the Board on its activities, based on these Terms of Reference.

**11. Review of the Terms of Reference**

The Committee shall recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated as and when necessary.