

WAH SEONG CORPORATION BERHAD (Company No. 495846-A)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. **Constitution**

The Nomination Committee (“NC”) shall be headed by a non-executive Chairman and its members shall comprise exclusively of Non-Executive Directors, a majority of whom are independent.

2. **Quorum of Meetings**

A minimum of two (2) NC Members present in person shall constitute the quorum.

3. **NC Members**

The existing NC Members shall comprise of the following persons :-

| | <u>Designation</u> | <u>Directorship</u> |
|---|--------------------|--|
| • Dato’ Seri Robert Tan Chung Meng | Chairman | Non-Independent Non-Executive Chairman |
| • Halim Bin Haji Din | Member | Independent Non-Executive Director |
| • Professor Tan Sri Lin See Yan | Member | Independent Non-Executive Director |
| • And any other person(s) maybe invited by the NC and/or the NC Chairman from time to time. | | |

4. **Majority Decision**

All decisions of the NC shall be decided on the votes of the simple majority of those Members present.

Any decision or recommendation made by the NC shall be subject to the review and ultimate approval of the Company’s Board of Directors.

5. **Casting Vote**

In the event there be an equality of votes, then the Chairman of the meeting shall have a casting vote.

6. **Frequency of Meetings**

The NC shall meet at least annually or at such other frequency as the Chairman may determine.

7. **Notice of Meetings**

Minimum seven (7) days or such shorter notice as the NC may deem fit depending on the nature and prevailing circumstances at hand.

8. **Secretary**

The Company Secretary(s) shall be the Secretary(s) for the NC. In the event any of the Company Secretary is unable to attend, an assistant or deputy Secretary(s) may be appointed for that specific meeting.

9. **Minutes of Meetings**

The Secretary (which expression shall include the assistant or deputy Secretary appointed under item 8) shall table the minutes of each NC Meeting and shall circulate the same for each Members' record. The Chairman's confirmation of the Minutes shall be taken as a correct record of the proceedings thereat.

The Chairman shall report on the outcome and decision of each meeting to the Board.

10. **Roles and Functions of the NC**

Without prejudice to the generality of the foregoing, the NC shall:-

- a. Determine the core competencies and skills required of Board members to best serve the business and operations of the Group as a whole and the optimum size of the Board to reflect the desired skills and competencies;
- b. Review the size of Non-Executive participation, Board balance and determine if additional Board members are required and also to ensure that at least one-third (1/3) of the Board is independent;
- c. To assess the independency of the Independent Directors;
- d. Recommend to the Board on the appropriate number of Directors to compose the Board which should fairly reflect the investments of the minority shareholders in the Company, and whether the current Board representation satisfies this requirement;
- e. Recommend to the Board, candidates for directorships to be filled by the shareholders or the Board;
- f. Consider in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder;

- g. To assess the Board's effectiveness and the contribution of each individual Director in the discharge of their duties and responsibilities;
- h. Recommend to the Board, Directors to fill the seats on Board Committees;
- i. Undertake an annual review of the required mix of skills and experience and other qualities of Directors, including core competencies which Non-Executive Directors should bring to the Board and to disclose this forthwith in every Annual Report;
- j. Assist the Board to introduce a criteria and to formulate and implement a procedure to be carried out by the NC annually for assessing the effectiveness of the Board as a whole, the Board Committees and for assessing the contributions of each individual Director;
- k. Introduce any regulation which would enable the smooth administration and effective discharge of the NC's duties and responsibilities;
- l. To furnish a report to the Board of any findings of the NC;
- m. To recommend to the Board for continuation or discontinuation in service of Directors as an Executive Director or Non-Executive Director;
- n. To recommend Directors who are retiring by rotation to be put forward for re-election;
- o. To recommend to the Board the employment of the services of such advisers as it deems necessary to fulfill the Board's responsibilities;
- p. To review the term of office and performance of the Audit Committee and each of its member annually.
- q. To review the appointment and termination of key officers of the Group as follows:-
 - Head Office – Group Chief Executive Office, Deputy Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Group Company Secretary;
- r. To review the succession plans for key officers of the Group;
- s. To review the appointment and resignation of Directors on the Board of subsidiaries, where necessary;
- t. To review the composition, quality, capacity, competencies and effectiveness of the Board of the subsidiaries, where necessary; and
- u. Generally, to decide and implement such other matters as may be delegated by the Company's Board of Directors from time to time.

11. **Variation**

The above Terms of Reference may be determined and/or varied by the Company's Board of Directors at anytime and from time to time.

(Revised on 28 February 2017)