

**YONG TAI BERHAD**  
Registration No. 199401025505 (311186-T)  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**1. COMPOSITION**

The Board shall appoint the members of the Nomination Committee (“**NC**” or “the Committee”) from amongst the Non-Executive Directors and shall consist of not less than three (3) members, with a majority of them being Independent Directors.

The Board of Directors shall review the term of office and performance of the NC and each of its members annually to determine whether the NC members have carried out their duties in accordance with the Terms of Reference. The Chairman and members of the NC shall not be the Chairman of the Board.

**2. MEETINGS AND MINUTES**

**i. Frequency of meetings**

- The Committee shall at least once a year or more frequently as deemed necessary;
- Other Board members and senior management may be invited to attend meetings.
- Prior notice shall be given for all meetings

**ii. Quorum**

A minimum of two (2) members to form the quorum.

**iii. Secretary of the Committee**

The Company Secretary shall act as the secretary to the Committee. Minutes of each meeting shall be distributed to each Committee member, and the Chairman of the Committee shall report on key issues discussed at each meeting to the Board.

**iv. Minutes of the Committee Meeting**

Every meeting of the Committee must be recorded either by the Company Secretary or any other person approved by the Committee to take minutes and such minutes must be signed by the Chairman of the Meeting as evidence that the meeting was duly convened and held.

**3. FUNCTIONS**

The functions of the Committee are as follows:

- i. to review, consider and recommend to the Board candidates to be on the Board of the Company and its subsidiaries, including Committees of the Board by not only relying on internal recommendation but also utilizing independent external sources to identify suitably qualified candidates based on the fit and proper policy;
- ii. to review, consider and recommend to the Board candidates for the positions of Senior Management of the Company based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender based on fit and proper policy;

## **YONG TAI BERHAD**

Registration No. 199401025505 (311186-T)  
(Incorporated in Malaysia)

- iii. to review the Board composition and determine the mix of gender including women director, skills, experience and other relevant qualities, including core competencies of the whole Board and Senior Management, on an annual basis;
- iv. to review succession planning for the Board and Senior Management;
- v. to assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director and each member of the Board Committees as well as their training needs on an annual basis;
- vi. to establish and review the criteria to be used in the annual assessment of the Board, Board Committees and each individual Director and each member of the Board Committees, including assessment of the independence of independent Director;
- vii. to consider such other functions as may be agreed to by the NC and/or the Board of Directors.
- viii. to review the policy which limits the tenure of each independent director to nine (9) years without further extension. Upon completion of the nine (9) years, the extension of tenure of an independent director shall be justified and sought during the annual shareholders' meeting through a two-tier voting process. Upon completion of the twelve (12) years, an independent director must resign or re-designate as non-independent director.
- ix. to review the board nomination and annual re-election process of each director and criteria used by the NC in the selection process which shall be on contingent on satisfactory evaluation of the Directors' performance and contribution to the Board.

#### **4. AUTHORITY OF THE COMMITTEE**

The Committee shall have the following authority as empowered by the Board:-

- i. to make decision on matters which fall within the duties and responsibilities of the NC;  
and
- ii. full, free and unrestricted access to resources and information in order to carry out its duties, including obtaining independent professional advice on any matters within its Terms of Reference.