

TERMS OF REFERENCE

NOMINATION COMMITTEE OF AEMULUS HOLDINGS BERHAD

1. Membership

- 1.1. Members of the Committee shall be appointed by the Board and shall be made up of at least 3 members, composed exclusively of non-executive directors, a majority of whom are independent non-executive directors.
- 1.2. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 1.3. The Board shall appoint the Committee Chairman who should be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the Committee.

3. Quorum

- 3.1. The quorum for each meeting shall be two (2). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

- 4.1. The Committee shall meet not less than once (1) a year, and hold additional meetings as and when necessary.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items and its supporting papers to be discussed, shall be forwarded to each member of the Committee, no later than five (5) working days before the date of the meeting.

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Duties and functions

The Committee is authorised by the Board to :-

New Appointments

- 7.1. consider and recommend to the Board candidates for directorship, proposed by the chief executive officer, any senior management or any director or shareholder, or outsourced service providers, taking into consideration the candidates' skills, knowledge, expertise and experience, time, commitment, character, professionalism and integrity. For the position of independent non-executive directors, the nomination committee should also evaluate the candidates' ability to discharge such responsibilities as expected from independent non-executive directors;
- 7.2. before any appointment by the Board, 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 appointment. In identifying suitable candidates, the Committee may:
 - (a) use open advertising or the services of external advisers to facilitate the search;
 - (b) consider candidates from a wide range of backgrounds; and
 - (c) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 7.3. recommend to the Board the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board;
- 7.4. recommend to the Board, candidates to fill the seats on board committees, in consultation with the chairman of those committees. In the event that the chairman's position is to be filled, to consult with the Board;

Re-election, Re-appointment and Resignation / Termination

- 7.5. recommend to the Board, the re-election by shareholders of any director under the 'retirement by rotation' provisions in the company's articles of association having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required. Attention should be paid to independent director who are retained beyond nine years as the Board has to provide strong justification in exceptional circumstances and seek shareholders' approval. In obtaining the shareholders' approval, the nomination committee should

conduct an assessment of the independent director(s) and recommend to the board whether the independent director(s) should remain independent or be re-designated;

- 7.6. recommend to the Board the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- 7.7. recommend to the Board any matters relating to the continuation in office of any director at any time, including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract;

Specific Nominations and Succession Planning

- 7.8. recommend suitable candidates for the role of senior independent director, as applicable;
- 7.9. periodically report to the Board on succession planning for the board chairman, directors and key management personnel, particularly the chief executive. The Board should work with the nomination committee to evaluate potential successors, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future;

Annual Performance Assessment of Board, Committee an Individual Director

- 7.10. annually review the required mix of skills, experience, diversity and other qualities, including core competencies and effectiveness of the Board, as a whole, the board committees and contribution of each individual directors. All evaluation carried out by the nomination committee in the discharge of its functions should be properly documented;
- 7.11. review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;

Induction training and training needs analysis

- 7.12. review the induction and training needs of directors. Ensure the training programme attended by the directors must be one that aids the director in the discharge of his duties.

Size of board and independent directors

- 7.13. assess the desirable balance in Board membership by reviewing the size, structure and composition of the Board, taking into consideration the number of directorships;
- 7.14. assess desirable number of independent directors; and

- 7.15. consider the representation of interest group as part of boardroom diversity. Factors to consider may include gender, race, religion, nationality, gender, professional background and culture.

8. Reporting Responsibilities

- 8.1. The Committee Chairman shall report to the Board on its proceedings after each committee meeting. The Committee shall make recommendation to the Board as appropriate on any area within its responsibility or as delegated by the Board, where action or improvement is needed.
- 8.2. The Committee shall produce a report to be included in the Company's annual report about its activities and the process used to identify and make appointments.

9. Other

- 9.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

- 10.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 10.2. The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.