

SUPERMAX CORPORATION BERHAD (420405 P)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. **Members**

The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members of which comprising exclusively non-executive directors, the majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

The Board of Directors must review the term of office and performance of the Committee and each of its members at least once every 3 years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference. Additionally, an assessment of the nominating committee's performance may be carried out by individual members of the nominating committee on a peer assessment basis, with the results forwarded to the Board of Directors for consideration.

2. **Chairman**

The Chairman shall be elected by the Committee from among their members who shall be a senior independent director.

3. **Functions**

The Committee shall:-

- i. recommend the nomination of a person or persons for all directorships to be filled by the shareholders or the board with due consideration to the extent to which the interplay of the director's expertise, skills, knowledge and experience with those of other board members, as well as their roles as committee members. Independent

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directors who are retained beyond nine years as the board has to provide strong justification in exceptional circumstances and seek shareholders' approval;

- ii. Consider, in making its recommendations, candidates for directorships proposed by the ~~Managing Director/Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder~~ Board members, Management, major shareholders and any other independent sources;
- iii. recommend to the board, directors to fill the seats on board committees, in consultation with the chairman of those committees;
- iv. assess annually the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
- v. review annually 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 the contribution of each individual directors which non-executive directors should bring to the board and thereafter, recommend its findings to the board;
- vi. Review the induction and training needs of directors and ensure the training programme attended by the directors must be one that aids the director in the discharge of his duties; and
- vii. Assess the desirable balance in board membership by reviewing the size, structure and composition of the board, taking into consideration the number of directorships.

4. **Structures and Procedures**

The Committee should meet at minimum once a year and hold additional meetings as and when necessary, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held. The quorum shall be two (2) members or half of the committee whichever is higher with majority of independent directors.

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The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

The Committee should be entitled to the services of a secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.

5. **Access to Advice**

In furtherance to their duties as the Committee's members of the Company, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.