

AJIYA BERHAD (377627-W)
(Incorporated in Malaysia)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE**

1. COMPOSITION

The Nomination Committee shall consist of not less than three (3) members. The Nomination Committee shall exclusively comprise of Non-Executive Directors with a majority of Independent Directors.

Members of the Nomination Committee shall be appointed by the Directors among their members at a Board Meeting or via a Directors' Circular Resolution in writing.

Members of the Nomination Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary and may continue to serve as Director of the Company.

The Nomination Committee was set up on the 19 April 2001.

2. QUORUM

The quorum for each meeting shall be a majority of members present.

3. CHAIRMAN

The members of the Nomination Committee shall elect a chairman from among their number who shall be an Independent Director or a Senior Independent Director.

4. MEETINGS

The meetings shall be held not less than once a year. A member may at any time and the Secretary shall on the requisition of a Director, summon a meeting of the Nomination Committee.

Questions arising at any meeting of Nomination Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Nomination Committee. Where necessary and appropriate, any decision of the Nomination Committee can also be made or passed by way of a written circular resolution.

In the case of an equality of votes the chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.

The Company Secretary shall be the Secretary of the Nomination Committee. The Secretary is responsible for sending out notices of the meetings and preparing and keeping minutes of meetings. The Minutes of the Committee meeting shall be extended to all the members of the Board of Directors. The Committee shall record its conclusions in discharging its duties and responsibilities.

A meeting may be convened using telephone and/or the contemporaneous linking together by telephone or such other electronic communication media of a number of the Committee members being not less than the quorum shall be deemed to constitute a meeting of the Committee wherever in the world they are, as long as-

- (a) the quorum is met;
- (b) at the commencement of the meeting each Committee member acknowledges his presence thereof to all the other members taking part and such participation shall be deemed to be his presence in person;
- (c) each of the Committee members taking part is able to be heard and hear each of the other members subject as hereinafter mentioned throughout the meeting; and
- (d) the Committee members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, but the meeting shall be deemed to have been conducted validity notwithstanding that the telephone or electronic communication media is accidentally disconnected during the meeting and provided that no discussions or decisions should be made in respect of matters by the members during disconnection and that if the telephone or electronic communication media cannot be re-connected at all, the meeting shall then be adjourned.

5. OBJECTIVES

The primary objective of the Nomination Committee is to ensure that the Directors of the Board bring characteristics to the Board, which provides a required mix of responsibilities, skills and experience, independence and diversity (including gender, ethnicity and age). The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole, the Committees of the Board and contribution of each individual Director.

Where a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Nomination Committee selects one or more candidates with the appropriate expertise and experience.

6. RESPONSIBILITIES

- (a) Recommend to the Board, candidates for all directorship proposed by the Chief Executive Officers and, within the bounds of practicability, by any other senior executive or any director or shareholder to be filled by the shareholders or the Board and Directors to fill the seats of the Audit, Nomination, Remuneration and other Committees.
- (b) Orientate and educate new Directors as to the nature of the Company's business, current issues and corporate strategy; and the general responsibilities of the Directors including the expectations of the Company concerning their contribution.
- (c) Review the Board's and senior management's succession plan, and training programmes for the board.
- (d) Review annually the Board's mix of skills, experience, independence and diversity (including gender, ethnicity and age) and other qualities including core

competencies which Non-Executive Directors should bring to the Board and disclose the same in the Annual Report.

- (e) Assess and recommend to the Board the continuation of terms of office of Independent Directors in compliance with MCCG 2017
- (f) Recommend to the Board for continuation of the service of Executive and Non-Executive Directors who are due for retirement by rotation.
- (g) Assess annually the performance of senior management and/or other professionals of the Group, as and when the Committee deems fit.

7. POWER

In carrying out its duties and responsibilities, the Nomination Committee will in principle have full, free and unrestricted access to the Company's records, properties and personnel. The Nomination Committee may use the services of professional recruitment firms to source for the right candidate for directorship of sought independent professional advice.