

WEIDA (M) BHD

(Company No: 504747-W)

TERMS OF REFERENCE NOMINATING COMMITTEE

1. Primary Purpose

The key tasks of the Nominating Committee (“the Committee”) is to ensure that Weida (M) Bhd recruits, retains, trains and develops the best available executive and non-executive directors and manages its Board of Directors (“Board”) renewal and succession effectively.

2. Membership

- 2.1 The Committee shall be appointed by the Board from among their numbers and shall be composed of no fewer than three (3) in number;
- 2.2 The Committee shall comprise exclusively of non-executive directors, a majority of whom must be independent. No alternate director can be a member of the Committee;
- 2.3 The Chairman of the Committee shall be the senior independent director identified by the Board;
- 2.4 If a member of the Committee resigns, dies, or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members; and
- 2.5 The appointment of a committee member terminates when the member ceases to be a director.

3. Authorities and duties

- 3.1 To 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 and composition of the Board to reflect the desired board balance, skills and competencies;
- 3.2 To 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;
- 3.3 To select, assess and recommend to the Board, all candidates for all directorships to be filled by the shareholders or the Board;
- 3.4 To consider, in making its recommendations, candidates for directorships proposed by the Group Executive Chairman and, within the bounds of practicality, by any other senior executive or any director or shareholder;
- 3.5 To assess and recommend to the Board, directors to fill the seats on Board Committees;
- 3.6 To 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;

- 3.7 To assist the Board to introduce a criteria and formulate and implement a procedure to be carried out by the Committee annually for assessing the effectiveness of the Board as a whole, the Board Committees and for assessing the contributions of each individual director;
- 3.8 To recommend to the Board, directors for re-election and/or re-appointment at Annual General Meeting;
- 3.9 To evaluate for the purpose of ensuring that each of its directors, chief executive or chief financial officer has the character, experience, integrity, competence and time to effectively discharge his role as a director, chief executive or chief financial officer, as the case may be, of Weida (M) Bhd;

“chief executive” and “chief financial officer” are those defined in the Listing Requirements;
- 3.10 To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors. To undertake annual assessment of the independence of independent directors;
- 3.11 To review the Board’s succession plans and to determine the training needs and programmes for directors;
- 3.12 To establish and review a policy formalising the Board’s approach to boardroom diversity;
- 3.13 To facilitate Board induction and training programmes;
- 3.14 To introduce such regulations, guidelines, and procedures to function effectively and fulfil the Committee’s objectives; and
- 3.15 To review the term of office and performance of Audit Committee and each of its members annually.

4. Chairman

The Chairman of the Committee shall be an Independent Director appointed by the Board. In the absence of the Chairman of the Committee, members present at the meeting shall elect one (1) of them to chair the meeting.

5. Secretary

The Secretary of the Committee shall be any one (1) of the Joint Company Secretaries.

In the absence of the Secretary at the meeting, the members present at the meeting shall elect any other person as the Secretary of the meeting.

6. Quorum, Meetings and Minutes

A quorum of a meeting of the Committee shall consist of a majority of independent directors and shall not be less than two (2) independent directors. For the purpose of determining whether the quorum for the transaction of the business of the Committee exists in the case of a meeting of Committee, in addition to the members present at the meeting, any member in telephonic, video conferencing or electronic communication with such meeting shall be counted in the quorum.

The Committee shall hold at least one (1) meeting a year. Additional meetings may be held as and when necessary. Other members of the Board of Directors shall attend the meetings upon the invitation of the Committee.

Notice of any meeting of the Committee may be given by telephone or facsimile and the contemporaneous linking together by telephone or such other electronic communication of a number of the 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:

- 6.1 the quorum of Committee is met;
- 6.2 at the commencement of the meeting each member acknowledges the presence thereof to all the other members taking part and such participants shall be deemed to be present in person;
- 6.3 each member taking part is able to hear every other member subject as hereinafter mentioned throughout the meeting;
- 6.4 the members present at the commencement of the meeting do not leave the meeting by disconnecting the telephone, video conferencing or such other electronic devices, but the meeting shall be deemed to have been conducted validly notwithstanding that a member's telephone, video conferencing or such other electronic devices is unintentionally disconnected during the meeting and the proceedings thereof shall be deemed to be as valid as if the telephone, video conferencing or such other electronic devices had not been disconnected;
- 6.5 all information and documents are made equally available to all participants prior to or at/during the meeting; and
- 6.6 minutes of the proceedings shall be sufficient evidence thereof and of the observance of all necessary formalities if signed and certified by the Chairman.

Notice of meeting and meeting papers shall be given to all members of the Committee at least fourteen (14) days and five (5) business days respectively before the date of meeting.

The Secretary may discuss with Senior Management on the agenda. The final agenda for the meeting will be approved by the Committee's Chairman or in his absence, by any one (1) of the Committee's members. The Secretary will inform/remind the relevant persons to submit their report/materials on presentation to him at least eight (8) days before the date of meeting. In the case where the subject matter/agenda item is sensitive or otherwise confidential or in a state of flux, the report/materials/paper shall be directly circulated/presented at the meeting.

The decision of the Committee shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote, provided that where two (2) members form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question in issue, the Chairman shall not have a casting vote.

Minutes of each meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and shall be accepted as prima facie evidence without further proof of the facts stated therein. Such minutes of meetings shall be kept by the secretary and distributed to each member of the Committee. The Chairman of the Committee shall report on each meeting to the Board from time to time.

A resolution in writing signed by all members of the Committee shall be deemed to have been passed at a meeting held on a date on which it was signed by the last member of the Committee.

7. Review of Committee

The Board shall review the term of office, performance and effectiveness of the Committee and each of its members annually to determine whether the Committee and its members have carried out their duties in accordance with the Committee's terms of reference.