

# *SKB Shutters Corporation Berhad*

## *NOMINATION COMMITTEE*

### *TERMS OF REFERENCE*

#### **1. Composition**

The Nomination Committee (“NC”) members shall be appointed by the Board from among the Directors of the Company and shall comprise exclusively non-executive directors, a majority of whom are independent directors.

#### **2 Quorum**

The quorum of the meeting of the NC shall be at least two (2) members, a majority of whom shall be Independent Directors.

#### **3. Chairman**

The Chairman of NC shall be an independent director identified by the Board.

In the absence of the Chairman during the meeting, the remaining members present shall elect one of their members who must be an independent director as Chairman of the meeting.

#### **4. Secretary**

The Company Secretary shall act as Secretary of the NC.

#### **5. Meetings and Minutes**

- a) The NC shall meet at least annually or as and when there are matters referred to them for consideration or a member may at any time and the Secretary shall on the requisition of a member, summon a meeting of the NC;
- b) If issues shall be resolved through circular resolution, a circular resolution in writing, stating the reason(s) to arrive at a recommendation or resolution, signed by ALL members, shall be valid and effective as if it had been passed at a meeting duly convened and constituted;
- c) Minutes of each meeting shall be circulated to NC members and presented to the Board; and
- d) Issues discussed and actions recommended by the NC shall be presented and reported to the Board for decision.

#### **6. Functions**

The NC shall discharge the following duties and responsibilities and report the same to the Board:

- a) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors;

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- b) To assess and recommend to the board the candidature of directors and appointment of directors to board committees based on the individual and the directors' competencies, commitment, contribution and performance;
- c) To issue on behalf of the Board a letter of appointment to new director;
- d) To facilitate the conduct of annual performance appraisal on the board, the board committee and the individual directors and identify the training needs for the board and its members;
- e) To facilitate board induction and its training programmes;
- f) To report the activities of NC in the annual report;
- g) Review the boardroom diversity and encourage female participation in the board;
- h) To develop the criteria to assess independence of independent director annually and when any new interest or relationship develops;
- i) To examine and review the Board structure, size and composition and recommend to the Board on the optimum number of directors on the Board to ensure its effectiveness and to comply with regulatory requirements; and
- j) To review and report such other matters as may be delegated by the Board from time to time.

#### **7. Access to Advice**

The NC is authorized, subject to the approval of the Board, to seek independent professional advice, at the expense of the Company, in carrying out its duties.