

**GABUNGAN AQRS BERHAD (912527-A)**  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE 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.

**2. Chairman**

The Chairman shall be elected by the Committee from among their members.

**3. Functions**

The Committee shall:-

- i. recommend to the Board of Directors, the candidates for all directorships to be filled by the shareholders or the Board of Directors. In making its recommendations, the nomination committee should consider the candidates’:-
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of independent non-executive directors, the nomination committee should also evaluate the candidate’s ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- ii. consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and Executive Director and within the bounds of practicability, by any other senior executive or any director or shareholder;
- iii. recommend to the board, directors to fill the seats on board 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. ensure that all directors undergo appropriate induction programs and receive continuous training;
- vi. review annually the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board.
- vii. apply the process as determined by the Board of Directors, for assessing the effectiveness of the board as a whole, the committees of the board, and for assessing the contribution of each individual director, including independent non-executive directors, as well as the Chief Executive Officer and Executive Director where all assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.

4. **Structures and Procedures**

The Committee should meet regularly, 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 2 members with majority of independent directors.

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, for 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.

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