



JAYA TIASA HOLDINGS BERHAD

(Company No. 3751-V)

NOMINATING COMMITTEE

TERMS OF REFERENCE

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1. Composition

The members of the NC shall be appointed by the Board of Directors, and shall consist of not less than three (3) members, comprising exclusively of non-executive Directors, a majority of whom must be independent Directors.

The Board shall appoint the chairman of the NC who shall be an Independent Non-Executive Directors ("ID") or the Senior Independent Non-Executive Director.

2. Duties

The duties of the NC are as follows:-

- 2.1. To consider and recommend to the Board on candidate for directorship. In making its recommendation, the NC shall have regard to the candidate's:-
 - i. Skills, knowledge, experience;
 - ii. Professionalism;
 - iii. Time Commitment;
 - iv. Character, integrity and competence;
 - v. Boardroom diversity including gender diversity;
 - vi. With regards to the candidate for the position of Independent Directors, the NC shall also evaluate the candidate's ability to discharge such responsibilities as are expected from Independent Non-executive Directors;
- 2.2 To recommend to the Board, Directors to fill the seats on Board Committees;
- 2.3 To recommend to the Board, Directors for re-election/re-appointment by the shareholders;
- 2.4 To review and assess annually the mix of skills, knowledge, experience, competencies, size, composition and diversity of the Board, including core competencies of the Board;
- 2.5 To review and assess annually, the effectiveness of the Board and its committees as well as the performance and contribution of each individual Director and term of office of each Audit Committee Member;
- 2.6 To assess annually the independence of the IDs;
- 2.7 To recommend to the Board the continuation in office of IDs whose tenure as IDs has exceeded a cumulative terms of 9 years;
- 2.8 To assess the training needs of the Directors; and

- 2.9 To consider and examine any other matters as the NC considers appropriate or as instructed by the Board;

3. Quorum, Meetings and Authorities

The NC shall meet at least once a year. More meetings may be convened if the need arises.

Two (2) members shall form a quorum of the NC meeting.

In the absence of the chairman, the members present shall elect one of their members as chairman for the meeting.

The NC may request other Directors and management personnel to participate in NC meetings, as necessary, to carry out the NC's responsibilities.

The Company Secretary shall be the Secretary of the NC. The Secretary, in collaboration with the chairman, shall draw up meeting agendas and notice of meeting, which shall be circulated at least one (1) week prior to each meeting to the members of the NC.

The minutes of all NC meetings shall be circulated to the members of the Board.

The NC shall be provided with sufficient resources to undertake its duties and has unrestricted access to the services of the Company Secretary on all NC matters.

Any independent advice sought by the NC member should be discussed with the management and brought up at the Board meeting to establish the relevance of such independent advice.

4. Review of the Terms of Reference

The members of the Committee will review the above Terms of Reference from time to time whenever deem necessary for approval by the Board. The latest copy of the terms of reference of the Committee shall be made available on the Company's website.

No.	Jaya Tiasa Holdings Berhad Terms of Reference of Nominating Committee	Date
i.	Adopted	27 August 2013
ii.	First Revision	26 May 2016
iii.	Second Revision	17 October 2017
iv.	Third Revision	23 May 2018