

GEORGE KENT (MALAYSIA) BERHAD

(Company No. 1945-X)

TERMS OF REFERENCE FOR NOMINATING COMMITTEE

Constitution

1. The Board of Directors (“the Board”) hereby resolves to establish a Committee of the Board to be known as the Nominating Committee.

Membership

1. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of exclusively Non-Executive Directors, the majority of whom must be Independent Directors.
2. The members of the Committee shall select a Chairman from amongst their members, who should be an Independent Director or the Senior Independent Director identified by the Board.
3. If a member of the Committee resigns, dies or for any other reason ceases to be a member, the Board shall, within three months of that event, appoint a new member as replacement.

Authority

1. The Committee is authorised by the Board to oversee the selection and assessment of Directors.
2. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Functions

1. The functions of the Committee are:
 - (a) to recommend to the board for the appointment of new Directors in accordance with nomination and selection policies;
 - (b) to assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each existing individual Director, in terms of the appropriate size and skills, balance between Executive Directors, Non-Executive and Independent Directors, the mixture of skills and other core competencies required;

- (c) to assess annually the independence of Independent Directors to consider whether they can continue to bring independent and objective judgement to board deliberations; and
- (d) to recommend to the board if an Independent Director who serves the board for more than nine years is justifiable to remain independent on board.

Reporting Procedures

The Secretary shall circulate the minutes of committee meetings to all its members

Date: 19 March 2018