

CYMAO HOLDINGS BERHAD

(Company No. 445931-U)
Incorporated in Malaysia

NOMINATION COMMITTEE TERMS OF REFERENCE

1. Composition

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

The Committee shall consist of at least three (3) members. If the members of Nomination Committee for any reason be reduced to 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 of three (3) members.

The membership of Nomination Committee should be disclosed in the Company’s Annual Report.

2. Quorum

Two (2) members shall form a quorum for meetings.

3. Chairman

The members of the Committee shall elect a Chairman from among their members who shall be an Independent Director. In the absence of the Chairman of the Nomination Committee, the remaining members present shall elect one (1) of their members as Chairman of the meeting.

4. Secretary

The Secretary to the Nomination Committee shall be the Company Secretary.

5. Meetings and Minutes

- (a) The Nomination Committee shall hold its first meeting within twelve (12) months from the date of the establishment of the Committee and any subsequent meeting be held at least once in every calendar year or at such other times as the Chairman of the Committee deemed necessary.
- (b) The Secretary shall maintain minutes of the proceeding of the Nomination Committee’s meeting and distribute minutes of each meeting to each member of the Board.

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

6. Functions

- (i) To propose and identify new nominees for appointment to the Board.
- (ii) To annually assess the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- (iii) To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.
- (iv) To recommend to the Board, Directors to fill the seats on Board Committees.
- (v) To annually review the Board's mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board.
- (vi) To develop the criteria for assessment on independence of the independent directors on annual review basis or upon admission of new director.
- (vii) To review the term of office and performance of Audit Committee annually.
- (viii) To review and facilitate the training programmes for the Board of Directors.
- (ix) To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation.
- (x) To consider, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholders.
- (xi) To review the Board's' succession plans.

7. Reporting Procedure

- (1) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Committee.
- (2) Reporting to the full Board from time to time its recommendations for consideration and implementation.