



# Central Global Berhad

201801036114 (1298143-T)

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## TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

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### 1) **CONSTITUTION**

The Nomination Committee of the Company was formed on 26 May 2004. The Board has, on 26 November 2012, resolved to adopt these revised Terms of Reference, for the Committee to carry out its responsibilities and functions.

### 2) **OBJECTIVE**

- To recommend to the Board of Directors pertaining to the appointment of new Executive or Non-Executive Directors. To ensure a review of the Board candidates is undertaken in a disciplined and objective manner.

### 3) **COMPOSITION**

- The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of no fewer than three (3) members, all of whom must be Non-Executive Directors, a majority of whom are independent.
- The Chairman of the Committee shall be appointed from amongst their member and he shall be a senior Independent Director.

### 4) **MEETINGS**

- The Committee shall meet as required and at least once a year. A majority of the members must be present to form a quorum.
- The Committee may invite any senior management staff or professional adviser to be in attendance.
- The Company Secretary shall be the secretary of the Committee.

### 5) **AUTHORITY**

- The Committee is authorised to have resources which are required to perform its duties, have full and unrestricted access to any information pertaining to the Company and have direct communication channels with the Directors.
- The Committee is empowered to bring to the Board recommendations as to the appointment of any new Executive or Non-Executive Director.

## 6) DUTIES

- To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making its recommendation, the Committee shall consider the candidates:-
  - Skills, knowledge, expertise and experience;
  - Professionalism;
  - Integrity;
  - Competencies, commitment, contribution, performance; and
  - In the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
  
- To consider, in making its recommendations, candidates for directorship proposed by the Managing Director and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
  
- To recommend to the Board, Directors to fill the seats on board committees.
  
- To review the Board's succession plans.
  
- To facilitate Board induction and training programmes.
  
- To evaluate training needs for directors annually to ensure that the Directors are kept abreast of all regulatory changes and development in the business environment.
  
- To ensure the internal and external trainings in relation to anti-corruption management are developed for Directors.
  
- To consider the composition and balance of the Board of Directors and review its required mix of skills and experience and other qualities, including core competencies which Directors of the Company should bring to the Board.
  
- To assess the effectiveness of the Board as a whole, the committees of the Board, and assess the contribution of each individual Director, including Independent Non-Executive Directors, taking into consideration their probity with law and adherence to governance practices including anti-corruption policies and procedures; and to provide the necessary feedback to directors in respect of their performance. To ensure proper documentation of all assessments and evaluations.
  
- To ensure all Directors comply to the Code of Conduct, where declaration of personal business interest are being perform on annual basis to avoid conflict of interest.
  
- To establish a policy formalizing its approach to Boardroom diversity so that candidates from both genders are sought as part of its recruitment exercise.