

**GOLDEN LAND BERHAD**  
(Company No. 298367-A)  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION COMMITTEE**  
(Revised on 14 October 2016)

**A. Composition**

The Board of Directors shall elect the Nomination Committee members from amongst themselves, exclusively of non-executive directors and majority of whom are independent.

The Chairman of the Committee should be the Senior Independent Director identified by the Board of Directors.

The membership of Nomination Committee will cease automatically when the member ceases to be a Director.

The members of the Nomination Committee for the time being are:-

- (a) Mr Beh Sui Loon (Chairman)
- (b) Mr Tan Teck Kiong

**B. Authority**

The Nomination Committee is entrusted to examine issues as stated in the Terms of Reference and report to the Board with recommendations.

The Nomination Committee, wherever necessary and reasonable for the performance of its duties, may take independent professional advice at the Group's expense.

**C. Functions**

1. To recommend to the Board, candidates for all directorships to be filled by the shareholders or the board. In making its recommendations, the Nomination Committee should consider the followings:-
  - (i) skills, knowledge expertise and experience of the candidate
  - (ii) professionalism
  - (iii) integrity
  - (vi) in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
2. To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other Senior Executive or any Director or Shareholder.

3. To recommend to the Board, candidates to fill the seats on board committees.
4. Recommend to the Board, the Director(s) who retiring (by rotation) for re-election.
5. Annually review its required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board as well as to assist the Board in implementing boardroom diversity, including gender diversity.
6. Undertakes assessment of the independent directors annually by taking into consideration of their background, economic, family relationship and disclosed interests and considers whether the independent directors can continue to bring independent and objective judgment to the Board deliberation.
7. To evaluate the effectiveness of the Board and Board Committee and contributions of each individual Director, including Independent Non-Executive Directors, as well as the Chief Executive Officer. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions should be properly documented.
8. To evaluate and determine Directors' training needs to enable them to effectively discharge duties and sustain active participation in the Board deliberations.
9. Consider other matters as referred to the Committee by the Board.

**D. Meetings**

1. The Nomination Committee meets once a year or as and when the need arises.
2. The Chairman or Secretary of the Committee on the requisition of the member, shall at any time summon a meeting of the Committee by giving seven (7) days in advance notice or if the consent of all the members are obtained, by shorter notice.
3. No business shall be transacted at any meeting of the Committee unless a quorum of two (2) members is present, one (1) of whom shall be an Independent Non-Executive Director. In the absence of the Committee, the remaining members present at a meeting shall elect one of their members to chair the meeting.
4. The Committee may at its discretion invite one (1) or more persons to attend the meeting.
5. A resolution signed by all members in lieu of convening a formal meeting shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

## **F. Policy**

1. The Nomination Committee shall consult all Directors in recommending to the Board of Directors appointment of any new Executive or Non-Executive Directors. In making its recommendations, the Committee shall consider candidates from the management for directorships in its Group of companies as proposed by the Chief Executive Officer.
2. The Board of Directors shall be comprised of members with a wide range of business, financial, technical and public service background to bring depth in expertise and perspective to the leadership of a dynamic business. To ensure that the Board maintains an appropriate balance of expertise and ability, regular reviews of the profile of the required skills and attributes shall be conducted by the Committee. This profile is used to assess the suitability as Executive or Non-Executive Directors of candidates put forward by the Directors and outside consultants.
3. Non-Executive Directors should be independent of management and free from any business relationship which could materially interfere with the exercise of their independent judgment. They shall support the skills and experience of the Executive Directors, contributing to the formulation of policy and decision-making through their knowledge and experience of other businesses and sectors. The role of the Non-Executive Directors shall be demarcated from that of the Executive Directors.
4. Assessment of the effectiveness of the Board of Directors as a whole, the contribution of each individual Director and the independence of the Independent Directors shall be assessed by the Committee annually. The Committee members shall assess every individual Director.
5. Effectiveness of the Board can be measured by the extent of its role-playing in ensuring the full deliberation and examination of strategies proposed by the management, taking into account the long term interest of the shareholders, employees, customers, and the community in which the Group conduct its business.

## **G. Procedures**

1. Directors' Appointment

Company Secretary shall ensure that all appointments are properly made and all necessary information is obtained from Directors for the Group's records and for purpose of meeting the requirements of the Companies Act, Listing Requirements of the Bursa Malaysia Securities Berhad and other regulatory requirements.

## 2. Directors' Training

- i. On appointment, the newly appointed Director will take part in an induction programme where they will receive information about the Group, the formal statement of the Board's role, the powers which have been delegated to the Company's senior managers and management committees and latest financial about the Group.
- ii. Throughout their period in office, Directors are updated on the Group's business, the competitive and regulatory environments in which it operates and other changes, by written briefings and meetings with senior executives.
- iii. Directors are advised of their legal and other obligations as a Director of a listed company by the Company Secretary. They are encouraged to attend training courses at the Company's expenses.

## 3. Re-election

Every newly appointed Director will be subjected to re-election at the immediate Annual General Meeting ("AGM"). Further, one-third (1/3) of the Board shall retired from office and be eligible for re-election at every AGM, and all the Directors shall submit themselves for re-election at least once in every three (3) years.