

NOMINATING COMMITTEE CHARTER

1. INTRODUCTION

The Nominating Committee is charged with the duty to consider the structure and composition of the board of Keck Seng (Malaysia) Berhad (8157-D) (“*Company*”) and to recommend for the consideration by the board of the Company (“*Board*”) policies and procedures for the Nominating Committee in accordance with the best practices in the Malaysian Code on Corporate Governance.

2. ROLE AND RESPONSIBILITIES

2.1 The responsibilities of the Nominating Committee are as follows:

- (a) To develop, maintain and review the criteria to be used in the appointment process and evaluation of directors.
- (b) To recommend to the Board for its assessment and selection candidates suitable to be the new executive or non-executive directors for the Company Provided Always that prior to such recommendation, the chairman of the Nominating Committee shall first consult all the existing directors of the Company on the suitability of such potential candidates and reflect such consultation in its recommendation.
- (c) To recommend to the Board for approval candidates to fill vacancies in the relevant board committees.
- (d) To recommend policies and procedures for selection and evaluation of senior management.
- (e) To evaluate the performance and effectiveness of the Board, the board committees and senior management of the Company and its group of companies (collectively “*Group*”).
- (f) To regularly review the structure, size and composition in respect of the mix of skills and experience, independence and diversity (including gender diversity, ethnicity and age) of the Board required to meet the needs of the Group and make recommendations to the Board with regard to any changes.
- (g) To review the succession plans.
- (h) To recommend to the Board and to facilitate, if necessary, appropriate board induction and education programme for new directors.



**APPENDIX B
NOMINATING COMMITTEE CHARTER**

- (i) To review and recommend directors who are retiring or retiring by rotation to be put forward for re-election at the general meetings.
 - (j) To assess and recommend to the Board the independent director's potentiality in the event of retaining such director as an independent director after serving in that capacity for a cumulative term of nine (9) years.
- 2.2 Before making any recommendation to the Board on candidates for directorship, the Nominating Committee shall take into consideration:
- (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity;
 - (d) competencies;
 - (e) commitment;
 - (f) contribution; and
 - (g) in the case of candidates for the position of "independent director", the candidates' ability to discharge such responsibilities/functions as expected from an independent director.

3. AUTHORITY

The Nominating Committee shall, in accordance with the procedure to be determined by the Board and at the expense of the Company, have the authority to obtain independent professional or other advice to assist the Nominating Committee and to invite persons with relevant experience and expertise to attend any of its meetings.

4. COMPOSITION

- 4.1 The Nominating Committee shall comprise exclusively of non-executive directors, a majority of whom must be independent directors. The Nominating Committee shall have not less than three (3) members.
- 4.2 The chairman of the Nominating Committee shall be the senior independent director identified by the Board.

**APPENDIX B
NOMINATING COMMITTEE CHARTER**

- 4.3 The Board will appoint the Nominating Committee members whereas the Nominating Committee will elect its chair. No executive or alternate director of the Board shall be appointed as a member of the Nominating Committee.
- 4.4 The Board shall review the term of office and performance of the Nominating Committee and each of its members as and when necessary at least once in every three (3) years.
- 4.5 In the event of any vacancy in the Nominating Committee, the vacancy shall be filled within three (3) months.

5. MEETINGS

- 5.1 The Nominating Committee will meet as and when the need arises subject to the minimum of one (1) meeting per year.
- 5.2 Any three (3) members of the Nominating Committee shall constitute a quorum. If the chairman of the Nominating Committee is absent from a meeting, the members present will select a chair for that particular meeting.
- 5.3 All Nominating Committee members are expected to attend each meeting in person or through other approved means, such as teleconferencing or video conferencing.
- 5.4 The Nominating Committee may invite any other directors or any employee within the Group to attend its meeting to assist the Nominating Committee in its deliberations.

6. VOTING

Any matter requiring decision will be decided by a majority of votes of members present.

7. SECRETARIAT DUTIES

- 7.1 The company secretary of the Company ("**Secretary**") will act as secretary to the Nominating Committee. The Secretary will assist the chairman of the Nominating Committee to develop and distribute agendas, papers and minutes.
- 7.2 All Nominating Committee members shall have direct access to the Secretary for advice or to use his/her services on matters relating to the Group.



**APPENDIX B
NOMINATING COMMITTEE CHARTER**

8. MINUTES

Minutes must be prepared by the Secretary and circulated to the members for confirmation. The minutes of meeting must be approved and signed by the chairman and kept under the custody of the Secretary.

9. REVIEWS

The Nominating Committee will from time to time review this Charter to ensure that it remains consistent with the Board's objectives and responsibilities and the then prevailing laws and regulations. The Board will also review this Charter from time to time.