

## **TITIJAYA LAND BERHAD (Co.No. 1009114-M)**

### **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

#### **Membership**

1. The Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise of not less than three (3) members, comprising exclusively of non-executive directors, a majority of whom are independent.
2. The members of the Committee shall elect a Chairman from among their members.
3. The Company Secretary or such other person(s) authorised by the Board shall act as the Secretary to the Committee.
4. If a member of the Committee resigns, dies or for any other reason ceases to be a member resulting in the number of members reduced below three (3), the Board of Directors shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

#### **Meetings and Minutes**

5. The Committee shall meet at least once a year. The Chairman of the Committee may request for additional meeting(s) as and when he deemed necessary.
6. The quorum for the meeting of the Committee shall consist of not less than two (2) members.
7. In the absence of the Chairman of the Committee, the remaining members present shall elect one (1) of their members to preside as chairman of the meeting.
8. The Committee shall report to the Board and its minutes tabled and noted by the Board of Directors. The books containing the minutes of proceedings of any meeting of the Committee shall be kept by the Company at the registered office or the principal office of the Company and shall be open for inspection by any member of the Committee and the Board of Directors.
9. The Chairman of the Committee shall be entitled, where deemed appropriate, to invite any other person to a meeting of the Committee at which that person's expertise may be required having regard to the subject matter to be discussed.
10. A circular resolution in writing signed by the members of the Committee who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Committee and shall include signed copies via legible facsimile transmission or other written electronic means.

11. Any member of the Committee may participate in any meeting of the Committee via telephone conferencing, video conferencing or by means of any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

## **Functions**

The Nomination Committee shall:

12. Recommend to the Board, based on criteria set by the Board, candidate(s) for directorships including the post of the chief executive officer, chief operating officer or chief financial officer proposed by senior management and, within the bounds of practicability, by any other director or shareholder(s) of the Company, where applicable.
13. Recommend to the Board, directors to fill seats on Board Committees.
14. Recommend to the Board, candidate(s) for key management positions as proposed by senior management, where appropriate.
15. Annually assess the effectiveness of the Board as a whole, Board Committees and the contributions of each individual Director, taking into consideration the required mix of skills, expertise, experience, performance, commitment and other requisite qualities including core competencies of the Directors.
16. Formulate, develop, maintain and review criteria to be used for recruitment process, annual assessment of Directors including assessment of independence.
17. Ensure new directors are orientated and educated as to the nature of the business, current issues within the Company and Group as well as the corporate strategy, objectives, goals and the expectations of the Company from such directors relating to the general responsibilities and duties as directors.
18. Determine appropriate training for Directors and review the fulfillment of such training requirements, where applicable.
19. Review succession plans for the Board and senior management, where appropriate.
20. Consider other matters as referred to the Committee by the Board.

## **Reporting Procedures**

21. The final decisions as to who shall be nominated to the Board as Director or chief executive officer, chief operating officer or chief financial officer, where applicable, or to Board Committees or to fill key management positions, should be the responsibility of the full Board after considering the recommendations of the Committee.
22. The Committee reports to the full Board from time to time its recommendations and decisions for Board's consideration and implementation.