

W T K HOLDINGS BERHAD
197001000863 (10141-M) (Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

The primary objective of the Nomination Committee (“the Committee”) is to assist the Board of Directors (“Board”) in ensuring that the Board comprise members which provide a mix of skills, knowledge, expertise and experience needed to direct and control the Company towards achieving the Company’s goals and objectives. The Committee shall also assist the Board in carrying out effective annual assessments on the performance of Directors and members of the Board’s committees.

2. MEMBERSHIP

- a) The Committee shall be appointed by the Board from among their numbers and shall comprise not fewer than three (3) members, all of whom shall be non-executive directors. The majority of the Committee members shall be independent directors.
- b) The members of the Committee shall propose a Chairman from among their numbers for the approval of the Board. The Chairman of the Committee shall be an independent director.
- c) Members of the Committee may resign by giving one month prior written notice to the Secretary. In the event of any vacancy in the Committee resulting the number of members is reduced below three (3), the Board shall, within three (3) months of the event, appoint such number of new member(s) to make up the minimum number of three (3) members.

3. DUTIES AND RESPONSIBILITIES

- a) To undertake an annual review on the required mix of skills, experience and other qualities, including core competencies which non-executive directors should bring to the Board.
- b) To assist the Board in implementing a process to be carried out by the Committee annually, for assessing the effectiveness of the Board as a whole, committees of the Board and for assessing the contributions of each individual director.
- c) To review the size of the Board, Board balance and requirement to have additional Board members and also to ensure that at least 1/3 of the Board is independent.

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- d) To recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board. In making the recommendations, to consider the candidates' skills, knowledge, expertise and experience, professionalism, integrity and in the case of candidates for the position of independent non-executive directors, to also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
- e) To consider in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicability, by any other Director, senior executive or shareholder.
- f) To recommend to the Board, Directors to fill the seats on Board's committees.
- g) Perform such other functions assigned by the Board from time to time.

4. MEETINGS AND MINUTES

- a) The Committee shall meet at least once per year and additional meetings may be called at any time, at the discretion of the Chairman of the Committee.
- b) The quorum of each meeting shall be two (2) members.
- c) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee. 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 second or casting vote.
- d) Where necessary and appropriate, any decision of the Committee can be taken up by way of a written circular resolution of the Committee.
- e) The Secretary of the Committee is responsible for keeping minutes of meetings. Minutes of each meeting shall be extended to all members of the Board.

5. SECRETARY

The Secretary of the Company or person(s) appointed by the Committee shall be the Secretary of the Committee.