

IPMUDA BERHAD
(22146-T)
(Incorporated in Malaysia)

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TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. OBJECTIVE

The Nomination Committee is primarily responsible for proposing new nominees for the Board and to assess the contribution of each individual Director and the overall effectiveness of the Board on an on-going basis. The final decision as to who shall be appointed as a Director remains the responsibility of the full Board after considering the recommendations of the Nomination Committee.

2. COMPOSITION

The Nomination Committee shall be appointed by the Board and shall comprise of at least three (3) members all of whom shall be non-Executive Directors with a majority being independent directors.

The members of the Nomination Committee shall elect a Chairman from among their number who shall be an independent director.

The appointment of a Nomination Committee member terminates when the member ceases to be a Director, or as determined by the Board.

3. AUTHORITY

The Nomination Committee shall have access to such information and advice, both from within Ipmuda Berhad and its subsidiaries and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Nomination Committee may request other Directors, members of Management, counsels, consultants as applicable, to participate in Nomination Committee meetings, as necessary, to carry out the Nomination Committee's responsibilities.

4. FUNCTIONS

i) To assess and recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee is to consider the candidates' –

- skills, knowledge, expertise and experience;
- character;
- integrity;

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- competency, commitment, contribution, performance; and
 - 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 and that independent non-executive directors should make up at least one-third of the membership of the Board.
- ii) To consider, in making its recommendations, candidates for directorships proposed by the Chairman and, within the bounds of practicability, by any senior management staff or any Director or Shareholder.
 - iii) To recommend to the Board, Directors to fill the seats on the committees of the Board.
 - iv) To establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each Director (including the assessment of independence of its Independent Directors);
 - v) To annually review the Board's mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board.
 - vi) To annually assess the effectiveness of the Board as a whole, the committees of the Board and contribution of each individual Director (including the assessment of independence of its Independent Directors).
 - vii) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.
 - viii) To recommend to the Board:
 - whether Directors who are retiring by rotation at the Annual General Meeting of the Company should be put forward for re-election or reappointment; and
 - whether any of the Independent Non-Executive Director who has served for a cumulative period of more than nine (9) years should continue to be retained as an Independent Non-Executive Director or otherwise.
 - ix) To develop succession planning policy at Board level and ensure that the policy is kept under review.
 - x) To review the directors' continuing education programmes for existing members of the Board and to facilitate Board induction and training for newly appointed directors.
 - xi) To consider other matters as referred to the Nomination Committee by the Board.

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5. NOTICES

A member may at any time, and the Secretary, upon the request of a member, shall convene a meeting of the Nomination Committee. Unless otherwise determined by the members, three days' notice specifying the place, date and hour of the meeting of the Nomination Committee and the business to be discussed thereat shall be given to all the members.

6. MEETINGS, QUORUM AND VOTING

Meetings of the Nomination Committee shall be held at least once a year. Additional meetings shall be scheduled as considered necessary by the Nomination Committee or Chairman of the Nomination Committee.

The quorum for each meeting of the Nomination Committee shall be at least two (2) members, with majority of members present being independent directors. In the absence of the Chairman of the Nomination Committee, the members present shall elect one of their numbers to chair the meeting

Questions arising at any meeting of the Nomination Committee shall be determined by a majority of votes of the members present. The Chairman of a meeting of the Nomination Committee shall have a casting vote in the case of an equality of votes Provided that there are more than two (2) members present competent to vote on the question at issue.

However, where two (2) members form a quorum, the Chairman of a meeting of the Nomination Committee 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 casting vote.

7. CIRCULAR RESOLUTIONS

A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Nomination Committee member.

8. SECRETARY, MINUTES AND RESOLUTIONS

The Company Secretary shall act as Secretary of the Nomination Committee.

The Secretary shall also be responsible for keeping the minutes and resolutions of the Nomination Committee and circulate the same to all members of the Board.

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9. REPORTING

The Nomination Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination Committee shall report to the Board of Directors on any specific matters referred to it by the Board.