

ZHULIAN®

ZHULIAN CORPORATION BERHAD

Company No. 199701000031 (415527-P)

(Incorporated in Malaysia)

TERMS OF REFERENCE
**NOMINATING
COMMITTEE**

1. Objectives

In accordance with the MCCG, the Nominating Committee (“the Committee”) is set up to recommend candidates to the Board. The final decision on the appointment of any of the Directors shall be made by the Board.

The Committee shall be responsible in ensuring the appropriate Board balance and size, and that the Board has a required mix of skills, experience and other core competencies. Based on the process and procedures laid out by the Board, the Committee shall annually carry out and ensure proper documentation of all assessments and evaluations on the effectiveness of the Board, the Board Committees and the contribution of each individual Director.

2 Composition

The Committee shall comprise wholly of Non-Executive Directors, the majority of whom are independent and shall be appointed by the Board. The Committee shall comprise no fewer than two (2) members. The appointment of a Committee member shall automatically be terminated if the member ceases for any cause to be a Director, or as determined by the Board.

The members of the Committee shall elect a Chairman from amongst any of its members who shall be an Independent Non-Executive Director. In the absence of the Chairman of the Committee, the members present shall elect one (1) of its members who is independent to chair the meeting.

In the event that a member of the Committee retires, resigns or ceases to be a member, for any other reason, resulting in non-compliance of the terms prescribed; the Board shall, within three (3) months of that event, appoint such number of members as may be necessary to fulfil the requirements.

3. Secretary to the Committee

The Company Secretary shall be the Secretary of the Committee or in her absence, another person authorised by the Chairman of the Committee.

4. Meetings

The Committee shall meet at least once a year.

5. Reporting Procedures

The Secretary shall be responsible for keeping the minutes of the meeting of the Committee and make it available to all members of the Board upon request. The Committee, through its Chairman, shall report to the Board at the Board meeting after each Committee meeting.

6. Meeting Procedures

The Committee shall regulate its own procedures, in particular:

- (a) the calling of meetings;
- (b) the notice of at least seven (7) days to be given to such meetings;
- (c) the voting and proceedings of such meetings;
- (d) the keeping of minutes; and
- (e) the custody, production and inspection of such minutes

The meetings of the Committee may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.

A resolution in writing signed by a majority of members (of whom at least one (1) must be an Independent Director) shall be effective for all purposes as if it were a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of a single document or several documents all in like form each signed by one (1) or more members.

7. Quorum

The quorum for a meeting of the Committee shall be two (2) members.

8. Voting

Each member present shall have one (1) vote. All resolutions passed in the meeting shall be by majority votes. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.

9. Attendance by invitation

Other Directors, key Executives and employees or any other person deemed necessary to be in attendance to assist in deliberation may attend any particular meeting only at the Committee's invitation.

10. Authority of the Committee

The Committee in performing its duties shall in accordance with a procedure to be determined by the Board of Directors:

- (a) Have the resources which are required to perform its duties;
- (b) Have full and unrestricted access to any information pertaining to the Group;
- (c) Be able to obtain independent professional advice; and
- (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit

11. Duties and responsibilities

- (a) To make recommendations to the Board with regard to any appointment of Directors considering their skills, knowledge, education, qualities, expertise and experience; professionalism; integrity, time commitment, contribution, Boardroom diversity and other factors that will best qualify a nominee to serve on the Board; and for the position of Independent Non-Executive Directors, the ability to discharge such responsibilities / functions as expected;
- (b) To consider, in making its recommendations, candidates for Directorships proposed by the Group President and Chief Executive Officer or Group Managing Director and within the bounds of practicability, by any other senior Executive or any other Director or shareholder;
- (c) Annually review the Board structure, size and composition and the required mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board;
- (d) To conduct annual performance assessment on individual Directors, Board Committees and the Board as a whole based on competence, time commitment, integrity, character, experience, contribution and performance;

- (e) To conduct annual assessment of the independence of its Independent Non-Executive Directors based on the criteria set out in Bursa Securities MMLR and MCCG;
- (f) To assess the effectiveness of the Board, any other committees of the Board and the contributions of each individual Director, including the independence of Independent Non-Executive Directors, as well as the Group President and Chief Executive Officer and Chief Financial Officer (where these positions are not Board members), based on the process and procedures laid out by the Board; and to provide the necessary feedback to Directors in respect of their performance;
- (g) To recommend to the Board, the Directors to fill the seats on any committees of the Board;
- (h) To propose to the Board the responsibilities of Non-Executive Directors, including membership and Chairmanship of Board Committees;
- (i) To recommend to the Board the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provisions of the law and their service contract;
- (j) To recommend to the Board, Directors who are retiring by rotation to be put forward for re-election;
- (k) To evaluate training needs for Directors annually;
- (l) To arrange induction programmes for newly appointed Directors to familiarise themselves with the operations of the Group through briefings by the relevant management teams;
- (m) To review the terms of office and performance of the Audit Committee and its members on an annual basis to determine whether such Audit Committee carried out their duties in accordance with the Audit Committee's Terms of Reference;
- (n) To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.

12 Review

The Terms of Reference will be subjected to review from time to time by the Committee and any amendments are to be approved by the Board before becoming effective.