



SENI JAYA CORPORATION
BERHAD

(Company No: 279860-X)
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF NOMINATION
COMMITTEE**
(Revised and adopted on 28 April 2016)



SENI JAYA CORPORATION BERHAD (279860-X)
TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

The principal objectives of the Nomination Committee are to assist the Board of Directors ("Board") in their responsibilities in nominating new nominees to the Board of Directors and to assess the performance of the Board, the Committees of the Board and the Directors of the Company on an on-going basis.

2. COMPOSITION

The Board of Directors shall elect the Nomination Committee members from amongst themselves and it must comprise of no fewer than two (2) members consisting wholly of non-executive directors, a majority of whom are independent.

The term of office and performance of the Nomination Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether such Nomination Committee members have carried out their duties in accordance with their terms of reference.

No alternate director shall be appointed as a member of the Nomination Committee.

Retirement and Resignation

In the event of any vacancy with the result that the number of members is reduced to below two (2), the vacancy shall be filled within three (3) months thereof. Therefore, a member of the Nomination Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves.

3. CHAIRMAN

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members whom shall be the Senior Independent Non-Executive Director approved by the Board of Directors.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Nomination Committee meeting.

4. SECRETARY

The Secretary of the Nomination Committee shall be the Company Secretary of the Company and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.



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5. MEETINGS

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Company Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee and except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing.

Other Board members and/or employees may attend the Nomination Committee meeting upon invitation of the Nomination Committee.

All decisions at such meeting shall be decided on show of hands on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Nomination Committee shall have a second or casting vote.

6. MINUTES

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Nomination Committee and also to the other members of the Board. The Nomination Committee Chairman shall report on the proceeding of each meeting to the Board.

The minutes of the Nomination Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

The Nomination Committee members may inspect the minutes of the Nomination Committee at the Registered Office or such other place as may be determined by the Nomination Committee.

7. QUORUM

A quorum for a meeting of the Nomination Committee shall consist of two (2) members.



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8. CIRCULAR RESOLUTION

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.

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.

The Company Secretary shall circulate the minutes of the Nomination Committee to all members of the Board.

10. AUTHORITY

The Nomination Committee, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company,

- (a) shall annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (b) shall assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.
- (c) shall be entitled to the services of a company secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") or other regulatory requirements.



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11. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Nomination Committee are as follows:-

- To consider and recommend to the Board for approval the competent candidates recommended by the Chairman of the Board and, within the bounds of practicability, by any other senior executive or any Director or Shareholder to fill in the seats of the Board of the Company as and when they arise;
- To recommend to the Board of Directors the nominees to fill the seats on the Board Committees;
- To review the succession planning for the Board and Senior Management.
- To review training programmes for the Board and facilitate board induction and training programmes.
- To assess the effectiveness of the Board of Directors and the Committees of the Board as a whole and each individual Director of the Board;
- To review the adequacy of committee structure of Board Committees.
- To act in line with the directions of the Board of Directors;
- 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;
- To consider and examine such other matters as the Nomination Committee considers appropriate; and
- To consider any other matters as defined by the Board.

This terms of reference may change from time to time to fulfill such other requirements as prescribed by Bursa Securities.