



KUMPULAN JETSON BERHAD

(Company No. 34134-H)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

Composition

- 1) The Nominating Committee (“Committee”) shall comprise of not less than 2 members.
- 2) The Committee shall consist of exclusively non-executive directors, a majority of whom are independent.
- 3) The Chairman of the Committee shall be the senior independent director identified by the Board of Directors (“Board”).
- 4) The members and the Chairman of the Committee shall be appointed by the Board.

Meeting and Minutes

- 1) Quorum for a meeting shall be at least 2 members.
- 2) A member may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 3) A resolution in writing signed by majority members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as “Circular Resolution in Writing of the Committee” and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary. Any such resolution may consist of several documents in like form, each signed by 1 or more of the members of the Committee. The expressions “in writing” and “signed” include approval by legible confirmed transmission by telefax, telex, cable, telegram, or other forms of electronic means.
- 4) In the event of equality of votes for the Committee, the Chairman shall have a second or casting votes.
- 5) In the absence of the Chairman of the Committee, the members present shall elect a Chairman for the meeting from amongst the members present.
- 6) The Committee shall meet at least once a year, and hold additional meetings as and when necessary.
- 7) The Company Secretary or other appropriate senior official shall act as secretary of the Committee.

- 8) The Company Secretary shall be responsible for keeping the minutes of meetings of the Committee. Once the minutes is confirmed by the Committee, it should be circulated to the members of the Board for notation, unless a conflict of interest exists.

Authority

- 1) The Committee shall have the authority to request for any information it seeks as relevant to its activities from any employee of the Company and its subsidiaries (collectively, “Group”) and all employees are directed to co-operate with any request made by the Committee.
- 2) The Committee is authorised to take such independent professional advice as it considers necessary.
- 3) The Committee is obliged to report its recommendation to the Board for its approval.

Functions/Duties

The main functions/duties of the Committee include the following:-

- 1) Recommend to the Board, suitable candidates for appointment as Chairman and members of the Board or Board Committee. Prior to the appointment by the Board, the Committee shall evaluate the balance and composition including mix of skills, independence, experience and diversity (including diversity in gender, ethnicity and age) of the Board. For new appointment of directors, the Committee may determine appropriate means in sourcing the candidates, including engagement of outside consultants to assist the Committee in the identification of candidates. In making recommendation of suitable candidates for appointment as Chairman and members of the Board or Board Committee, the Committee shall consider the following:
 - i) skills, knowledge and expertise, experience;
 - ii) time commitment and contribution ;
 - iii) honesty, integrity, professional conduct and business ethics/practices;
 - iv) specialized knowledge in line with the Company’s strategy; and
 - v) number of directorships in other companies and other external obligations which may affect his/her commitment.

For the position of independent non-executive directors, the Committee shall evaluate the candidate, at a minimum, with reference to the definition of “Independent Director” as stipulated by the Bursa Malaysia Securities Berhad Main Market Listing Requirements* (“LR”).

- 2) To assess annually the balance and composition of the Board which including the required mix of skills, independence, experience, diversity (including diversity in gender, ethnicity and age) and other qualities, including core competencies which directors should bring to the Board.

- 3) To assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director.

In assessing the performance of the Board as a whole, Board committees and individual directors, the Nominating Committee shall make reference to the results of the assessment performed by the Directors which include the individual Directors' self and peer assessment with due consideration on the following:

- (i) performance against the Group's objectives/visions/long term strategy and/or strategic plan;
 - (ii) expertise, ability, experience and expected performance;
 - (iii) ability to provide balance and unbiased opinion;
 - (iv) time commitment;
 - (v) ability to challenge and stand up for point of view; and
 - (vi) timeliness of decision making.
- 4) Recommend to the Board, directors who are retiring by rotation to be put forward for re-election at the general meeting having regard to their performance and ability to continue to serve the Board in light of their knowledge, skills and experience based on the annual assessments which include performance evaluations of the Board as a whole, Board committees, individual directors, Board balance and composition, and independence of independent directors ("Annual Assessments").
- 5) To assess annually the independence of independent directors, at a minimum, with reference to the definition of "Independent Director" as stipulated by the LR*.

For the independent director of whom the tenure is exceeded a cumulative term of nine years, the independent director may continue to serve the Board subject to the director's re-designation as a non-independent director upon his/her completion of the nine years. However, the Board may, in exceptional circumstances decide that a director remains as an independent director after serving a cumulative term of nine years, subject to the following:

- i) assessment by the Committee, regarding the independence and contribution of the said director; and
- ii) shareholders' approval in a general meeting, where the Board, assisted by the Committee, provides strong justification on such recommendation.

If the tenure of an independent director exceeds a cumulative term of twelve years, the retention of such independent director shall be subject to the shareholders' approval through a two-tier voting process in line with the recommendation of the Malaysian Code on Corporate Governance.

- 6) To annually assess training needs of each director and to ensure that the trainings attended by the directors had adequately met the training needs of each of the directors towards enhancing their skills and knowledge in carrying out their duties and to make recommendations to the Board where appropriate.

- 7) To annually review the term of office and performance of Risk Management and Audit Committee (“RMAC”) and each of its members to determine whether the RMAC members have carried out their duties in accordance with the Terms of Reference of RMAC.
- 8) To review the succession plan of the Group.
- 9) To develop, maintain and review criteria to be used in determining suitable candidates for appointment as Chairman and members of the Board or Board Committee and Annual Assessments.

Review of the Terms of Reference

This Terms of Reference shall be reviewed and amended as necessary to determine its adequacy for current circumstances, the Company’s policies and applicable rules and regulations.

Note:

- * including any amendments thereto that may be made from time to time.