

## **AMTEL HOLDING BERHAD [Registration No. 199601037096(409449-A)]**

### Terms of Reference of Nomination Committee

#### **1. MEMBERSHIP**

The Nomination Committee shall be appointed by the Board of Directors (“the Board”) of Amtel Holdings Berhad (“the Company”) and shall comprise exclusively of Non-Executive Directors, a majority of whom must be independent.

The composition of the Nomination Committee must not be less than three (3) members.

In the event of any vacancy in the Nomination Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

#### **2. CHAIRMAN**

The Chairman shall be an Independent Director elected by the Nomination Committee from among their members.

In the absence of the Chairman of the Nomination Committee in a Meeting, the members present shall elect one of their members to be Chairman of the Meeting.

#### **3. MEETINGS**

The Nomination Committee shall meet at least once a year, with due notice of issues to be discussed and shall record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members.

The Nomination Committee may invite any member of the Board, key executives and employees to any meeting of the Nomination Committee. The Secretary of the Company or her representative shall act as Secretary of the Nomination Committee.

A resolution in writing, signed or approved by all Nomination Committee members shall be valid and effective for all purposes as a resolution passed at a meeting of the Nomination Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents, all in the like form signed by one or more members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by any technology to include a signature, whether electronic or digital.

The minutes of Nomination Committee meetings shall be kept at the registered office of the Company and distributed to each member of the Nomination Committee and the Board.

#### **4. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Nomination Committee on nomination matters are:-

1. Consider and recommend to the Board candidates for directorship, proposed by the Chief Executive Officer (“CEO”) or any director or shareholder, or outsourced independent service providers, taking into consideration the candidates’ skills, knowledge, experience, age, cultural background and gender;

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2. Oversee the selection and assessment of directors and to ensure that Board composition meets the needs of the Company, taking into consideration the fit and proper policy adopted by the Company, including the skills, knowledge, expertise, experience, integrity, competencies, commitment, contribution and gender;
3. In identifying suitable candidates, the Nomination Committee may use the services of external advisors to facilitate the search;
4. Review and recommend to the Board the appointment of member(s) and chairman(s) of Board Committee;
5. Assess the effectiveness of the Board as a whole and the Committees of the Board and the mix of skills, experience and competencies of each individual Director;
6. Ensure that all Directors undergo appropriate induction programs and receive appropriate training;
7. Assist the Board in the review of the independence of the Independent Non-Executive Director;
8. Recommend to the Board, candidates for re-election of Directors and retiring Directors who are willing to be re-elected under the annual re-election provisions or retirement; and
9. Review the terms 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.