

**TERMS OF REFERENCE  
OF THE NOMINATION COMMITTEE  
OF IMASPRO CORPORATION BERHAD**

**1. MEMBERS**

The Nomination Committee (“NC”) shall be appointed by the Board of Directors and shall consist of not less than three (3) members, of which comprising exclusively Non-Executive Directors, with a majority of whom must be Independent Non-Executive Directors. No alternate Directors shall be appointed to the NC.

In the event of any vacancy in the NC resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.

The Board of Directors must review the term of office and performance of the Committee and each of its members annually to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

**2. CHAIRMAN**

The Chairman shall be elected by the NC from among their members, whom must be an Independent Non-Executive Director or the Senior Independent Non-Executive Director.

The NC’s Chairman shall:-

- (i) lead the succession planning and appointment of board members, including the future Chairman and Chief Executive Officer; and
- (ii) lead the annual review of board effectiveness, ensuring that the performance of each individual director is independently assessed.

**3. SECRETARY**

The Company Secretaries of the Company or such substitute as appointed by the Directors from time to time shall act as the secretary of the NC during the term of his/her appointment and ensure all necessary information is obtained from Directors, for the Company’s own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.

**4. PROCEDURE OF COMMITTEE MEETINGS**

**4.1 Quorum**

No business shall be transacted at any NC meeting unless a quorum is present. The quorum for the NC meeting shall be two (2) members present in person with majority of Independent Non-Executive Directors.

**4.2 Frequency of meetings**

The NC should meet at least once a year, or as and when necessary. The Board members and members of the Group’s Management team may attend meetings upon the invitation of the NC.

The number of NC meetings held in a year and the details of attendance of each individual member in respect of meetings held should be disclosed in the Company’s Annual Report.

#### 4.3 Calling of meetings

- (a) Any member, the Chairman of the Committee or the Secretary of the NC, on the requisition of any member, shall at any time summon a meeting of the Company.
- (b) The NC meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enable the Nomination Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting. A minute of the proceedings of such meeting is sufficient evidence of the proceedings to which it relates.

#### 4.4 Notice

Unless otherwise agreed or in the case of an emergency, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be given in writing together with the relevant papers to each member and any other attendees, if any, at least five (5) business days in advance of the meeting. The notice of each meeting shall be served to the member either personally or by fax or e-mail or by post or by courier or by email or other electronic means provided by the NC member.

#### 4.5 Keeping of minutes

The minutes of each 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 and kept as part of the statutory record of the Company upon confirmation by the Board and a copy shall be circulated to each member.

#### 4.6 Custody, production and inspection of such minutes

The minutes shall kept by the Company at the Registered Office in Malaysia of the Company, and shall be open to the inspection of any NC member, Board members, External Auditors, Internal Auditors and other person deemed appropriate by the NC without charge.

#### 4.7 Written resolutions

A written resolution signed or approved via letter, telefax, e-mail or other electronic means by the NC members who may at the time be present in Malaysia and who are sufficient to form a quorum, shall be as valid and effectual as if it has been passed at a meeting of the NC duly convened, held and constituted. Any such resolution may be executed in any number of counterparts, each signed by one or more members of the committee all of which taken together and when delivered to the secretary of the committee shall constitute one and the same resolution.

#### 4.8 Attendance

The Chairman of the NC shall chair the NC meetings and in his absence, the members present shall elect one amongst themselves to be the Chairman of the meeting.

#### 4.9 Voting

A Committee member shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for the member. Where this causes insufficient directors to make up a quorum, the Committee has the right to appoint another director(s), who meets the membership criteria, to make up a quorum.

#### 4.10 Reporting Responsibilities

The Chairman of the NC shall report to the Board of Directors on its proceedings after each NC meeting. The NC shall make recommendations to the Board of Directors as appropriate on any area within its responsibility or as delegated by the Board of Directors, where action or improvement is needed.

### 5. **AUTHORITY OF THE COMMITTEE**

The NC is authorised and at the cost of the Company to:-

- (i) investigate any activities within its Terms of Reference (“TOR”) or as directed by the Board of Directors;
- (ii) determine and obtain the resources required and/or independent professional advice to perform its duties;
- (iii) seek any information it may require from any Director or Management and has full and unrestricted access to any information pertaining to the Company and the Group; and
- (iv) review the adequacy of the structure and TOR of the NC.

### 6. **DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the NC are as follows:-

- (i) To assess and recommend to the Board of Directors (“the Board”), the candidates for all directorships to be filled by the shareholders or the Board. In making its recommendations, the NC should take into consideration the candidates’ skills, knowledge, expertise and experience, time commitment, character, professionalism and integrity. For the position of Independent Non-Executive Directors, the NC should also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors;
- (ii) To consider, in making its recommendations, candidates for directorships proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder;
- (iii) To recommend to the Board, directors to fill the seats on board committees;
- (iv) To annually assess the effectiveness of the Board as a whole, the committees of the board and the contribution of each existing individual director, including Independent Non-Executive Directors, as well as the Managing Director/Chief Executive Officer, by applying the process as determined by the Board, where all assessments and evaluations carried out by the NC in the discharge of all its functions should be properly documented and thereafter, be recommended to the Board;
- (v) To assess the optimum composition of the Board, by reviewing the size, gender, structure and diversity of the Board, taking into consideration the number of directorships. Formalise a transparent procedure for proposing new nominees to the Board and Board Committees and ensure that the investment of the minority shareholders are fairly reflected on the Board.
- (vi) To review annually the required mix of skills, experience, diversity and other qualities, including core competencies and effectiveness of the Board, the Board Committees and the Board/Committee members and thereafter, recommend its findings to the Board;
- (vii) To develop the criteria for recruitment process and to assess the independence of Independent Directors annually, especially on those who has served for a cumulative term of nine (9) years and disclose the reviews to the shareholders for their information;

- (vii) To assess the Directors on an on-going basis and provide feedback as well as constructive input to each individual Directors in respect of their individual performance and as to how he or she may be better contribute to the functioning of the Board;
- (ix) To review training programs for the Board of Directors and ensure that all directors undergo appropriate induction programs and receive continuous training;
- (x) To review Board's succession plans;
- (xi) To facilitate achievement of board gender diversity policies and targets and review the same from time to time;
- (xii) To review the term of office and performance of an audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference.

## **7. REVISION OF THE TERMS OF REFERENCE**

- 7.1 Any revision or amendment to the Terms of Reference, as proposed by the Committee or any third party, shall be presented to the Board for its approval.
- 7.2 Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

(Revised on 27 August 2018)