

FRONTKEN CORPORATION BERHAD
Company No.651020-T

Nomination Committee - Terms of Reference

1. Objectives

Nomination Committee shall assist the Board in relation to:

- Appointments and assess the performance of directors;
- Directors' induction programme;
- Committee membership; and
- Senior management succession planning, appointment and termination.

2. Membership

- 2.1 The Committee shall be appointed by the Board of Directors from among their number and shall comprise not fewer than two (2) in number.
- 2.2 The members of the Committee shall be non-executive Directors, a majority of whom must be independent.
- 2.3 The members of the Committee shall elect a Chairman from among their number who is an Independent Director of the Company.
- 2.4 In the event of any vacancy in the Committee resulting in the number of members being reduced to below two (2), the Board shall, within three (3) months fill the vacancy.
- 2.5 If the Chairman is not present at a meeting within fifteen minutes after the time appointed for holding the meeting, the members of the Committee may elect one of their numbers to be the chairman of the meeting

3. Functions

- 3.1 To determine the core competencies and skills required of Directors to best serve the business and operations of the Group as a whole and the optimum size of the Board to reflect the desired skills and competencies.
- 3.2 To review the Board size, Board balance and determine if additional Directors are required and also to ensure that at least one-third (1/3) of the Board is independent.
- 3.3 To undertake a review of the required mix of skills, experience and other qualities of Directors, including core competencies which Non- Executive Directors should bring to the Board as well as independence and diversity of the board composition which is required to meet the needs of the Company.
- 3.4 To assist the Board to implement a procedure to be carried out by the Committee for assessing the effectiveness of the Board as a whole and the

Board Committees, as well as for assessing the contributions and performance of individual Directors and Board Committee members.

- 3.5 To review the Board's succession plans and training programmes for Directors.
- 3.6 To introduce such regulations, guidelines and/or procedures to function effectively and fulfil the Committee's objectives.
- 3.7 To introduce any policy or guidelines which would enable the smooth administration and effective discharge of the Committee's duties and responsibilities.
- 3.8 To furnish a report to the Board of any findings of the Committee.
- 3.9 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

4. Meetings

- 4.1 The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Committee Chairman's discretion.
- 4.2 The quorum for the meeting shall be two (2) members.

5. Reporting

The Chairman of the Committee shall report on each Nomination meeting to the Board.

6. Secretary

The Secretary to the Committee shall be the Company Secretary.

7. Written terms of reference

The Board shall made available its written terms of reference on the website of the Company.