



**GDB HOLDINGS BERHAD**  
(1036466-U)

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

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**1. OBJECTIVES**

The principal objectives of the Nomination Committee (“Committee”) are as follows:-

- i. To recommend to the Board of Directors (“Board”), suitable candidate(s) to be appointed as Director(s) (either as an executive, non-executive or independent Director).
- ii. To evaluate and consider, before making any recommendations, candidate(s) proposed by the Managing Director and/or any Directors).
- iii. To evaluate and consider suitable candidate(s) to fill seats on the Committee.
- iv. To assess and evaluate the performance of each Director of the Company.

**2. COMPOSITION OF MEMBERS**

The Board shall elect the Committee members from amongst themselves, comprised exclusively of non-executive Directors, a majority of whom must be Independent Director.

**3. CHAIRMAN**

The Committee shall elect a Chairman from amongst its members and the elected Chairman of the Committee shall be approved by the Board. The Chairman of the Committee shall be an Independent Director.

In the event, the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as Chairman for the meeting.

**4. MEETINGS OF THE COMMITTEE**

**i. Meetings**

The 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. In the event issues requiring the Committee’s decision arise between meetings, such issues shall be resolved through written resolution. Such written resolution in writing shall be valid and effectual if it is signed or approved by letter, facsimile or any

electronic means by members of the Committee pursuant to the Constitution of the Company.

For the Committee's meetings (except in the case of an emergency), reasonable notice shall be given in writing to all the members of the Committee.

Other Board members and senior management may be invited to attend the Committee meetings.

ii. **Quorum**

A minimum of two (2) members shall form the quorum.

iii. **Secretary of the Committee**

The Company Secretary shall be the secretary of the Committee.

iv. **Minutes of the Committee Meeting**

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

## 5. FUNCTIONS

The functions of the Committee are as follows:

- i. To consider and recommend to the Board suitable candidates for appointment as Directors of the Company. In making a recommendation to the Board on the candidates for directorship, the Committee should consider the candidates:-
  - a. skills, knowledge, expertise and experience;
  - b. professionalism;
  - c. integrity; and
  - d. in the case of candidates for the position of Independent Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities / functions as expected from Independent Directors.
- ii. To annually review, or as required, the correct mix of skills, business and professional experiences including diversity in terms of gender, ethnicity and age that should be added to the Board, and to ensure that all the Directors undergo appropriate introduction and training programmes.
- iii. To appraise each individual Director including Independent Directors as well as the Managing Director and Executive Director(s) in terms of his experience, knowledge,

credibility and credentials, and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of the Company. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be properly documented.

- iv. To examine the ability of each Director to contribute to the effective decision-making process of the Board and ensure that the Board is functioning actively, efficiently and effectively in all its decision making.
- v. To assess the effectiveness of the Board as a whole and the Committees of the Board.
- vi. To carry out such other functions or assignments as may be delegated by the Board from time to time.