



GDB HOLDINGS BERHAD
(1036466-U)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

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 existing Board members, senior management or major shareholders.
- iii. To evaluate and consider suitable candidate(s) to fill seats on the Committee.
- iv. To assess annually the effectiveness of the Board and the Committees as a whole and the performance of the Directors of the Company; and
- v. To review and assess the independence of the Independent Directors 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 review annually, the term of office and performance of the Audit Committee and each of its members to determine whether such Audit Committee and members have carried out their duties in accordance with their terms of reference.
- vi. To assess the effectiveness of the Board and the Committees as a whole.
- vii. To review and assess the independence of the Independent Directors of the Company.
- viii. To carry out such other functions or assignments as may be delegated by the Board from time to time.

6. REPORTING RESPONSIBILITIES

- i. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its terms of reference and/or where action or improvement is needed.
- iii. The Committee shall report to the Board on its activities, based on its Terms of Reference.

This Terms of Reference was reviewed and updated on 23 November 2018 by the Board.