

## **Nomination Committee Terms of Reference**

### **1. Constitution**

The functions and authority of the Nomination Committee extend to Sarawak Cable Berhad (“the Company”) and all its subsidiary companies, collectively referred to as “the Group”.

### **2. Primary Objectives**

The Nomination Committee has been formed with the following objectives:

- (a) identify and recommend to the Board of Directors (“Board”), candidates for all directorships of the Company to be filled by the shareholders or the Board;
- (b) consider, in making its recommendations, candidates for directorships proposed by the Managing Director and, within the bounds of practicality, by any other senior executive or any director or shareholder;
- (c) recommend to the Board, directors to fill the seats on Board Committees;
- (d) evaluate the effectiveness of the Board and Board Committees (including their size and composition) and contributions of each individual director/members; and
- (e) ensure an appropriate framework and plan for Board succession for the Company.

### **3. Membership**

The Nomination Committee shall be appointed by the Board among themselves based have at least three (3) members, all of whom shall be non-executive directors with majority being independent directors.

If a member of the Nomination Committee resigns, dies or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months of that event, appoint such number of new member as may be required to make up the minimum number of three (3) members.

The appointment of a committee member terminates when the member ceases to be a director, or as determined by the Board.

The Nomination Committee shall have no executive powers.

### **4. Chairman**

The Chairman of the Nomination Committee shall be appointed by the Board.

### **5. Secretary**

The Secretary of the Nomination Committee shall be any one (1) of the joint company secretaries.

## **6. Agenda**

Agendas of Nomination Committee meetings shall be the responsibility of the Chairman of Nomination Committee with input from members of Nomination Committee. The Chairman may also request management to participate in this process. The notice and agenda for each meeting including supporting information shall be circulated before each meeting to the members of Nomination Committee and all those who are required to attend the meeting.

## **7. Quorum**

The quorum for the meeting shall be two (2) members, of which one (1) should be an independent director.

In the absence of the Chairman of Nomination Committee, the members present shall elect one (1) of their numbers to chair the meeting.

## **8. Meetings and Minutes**

The Nomination Committee shall meet at least once (1) a year. Additional meetings may be held as considered necessary by Chairman or member of the Nomination Committee. The Nomination Committee may establish procedures from time to time to govern its meetings, keeping of minutes and its administration.

In the event of equality of votes, the Chairman of Nomination Committee shall have a casting vote (except where two (2) members form a quorum).

A resolution in writing signed by all Nomination Committee members shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member.

The Nomination Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Nomination Committee may request other directors, members of management, counsels, and consultants as applicable to participate in committee meetings, as necessary, to carry out the responsibilities of the Nomination Committee. Non-committee directors and members of the management in attendance may be required by the Chairman to leave the meetings of the Nomination Committee when so required.

The Nomination Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Nomination Committee. Such minutes 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 if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Nomination Committee meeting shall be made available to all directors.

The Nomination Committee, through its Chairman, shall report to the Board at the next Board meeting after each Nomination Committee meeting. When presenting any recommendation to the Board, the Nomination Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Nomination Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the annual report in accordance with the Malaysian Code on Corporate Governance and all applicable laws, regulations and guidelines.

## **8. Meetings and Minutes (contd.)**

The Chairman of the Nomination Committee shall be available to answer questions about the work of Nomination Committee at the annual general meeting of the Company.

## **9. Functions and Duties**

The duties of the Nomination Committee are to:

- (a) determine the criteria for Board membership, including skills, knowledge, expertise, experience, professionalism, integrity, qualities and other factors that will best qualify a nominee to serve on the Board. In the case of candidates for the position of independent directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent directors;
- (b) determine the core competencies and skills required of Board members 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;
- (c) review the size of non-executive participation, Board balance and determine if additional Board members are required and also to ensure that at least one-third (1/3) of the Board is independent;
- (d) review annually and recommend to the Board with regards to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experience, core competencies which non-executive directors should bring to the Board and other qualities to function effectively and efficiently;
- (e) consider, evaluate and propose to the Board any new Board appointments, whether of executive or non-executive position. In making a recommendation to the Board on the candidates for directorship proposed by the Managing Director or shareholders or any senior executive or any director, the Nomination Committee shall consider:
  - the Group's Board Diversity Policy;
  - size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time that the recommended candidate can contribute to the existing Board;
  - the recommended candidate's calibre, credibility and necessary skill and experience; and
  - that independent non-executive directors should make up at least one-third (1/3) of the membership of the Board;
- (f) propose to the Board the responsibilities of non-executive directors, including membership and Chairmanship of Board Committees;
- (g) evaluate and recommend the appointment of senior executive positions, including that of the Managing Director or Chief Executive Officer and their duties and the continuation (or not) of their service;

## **9. Functions and Duties (contd.)**

- (h) establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each director, including independent directors, as well as the Chief Executive Officer. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions should be properly documented;
- (i) evaluate on annual basis:
  - the effectiveness of each director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to directors in respect of their performance;
  - the effectiveness of the Committees of the Board; and
  - the effectiveness of the Board as a whole;
- (j) recommend to the Board:
  - whether directors who are retiring by rotation should be put forward for re-election; and
  - termination of membership of individual directors in accordance with policy, for cause or other appropriate reasons;
- (k) establish appropriate plans for succession at Board level, and if appropriate, at senior management level;
- (l) provide for adequate training and orientation of new directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards to their contribution to the Board and Company;
- (m) introduce regulations or guidelines, procedures to function effectively and fulfill the objectives of Nomination Committee, if any;
- (n) consider other matters as referred to the Nomination Committee by the Board; and
- (o) to review the term of office and performance of the Audit Committee and each of its members annually.

## **10. Review of Nomination Committee**

The Board shall review the term of office, performance and effectiveness of the Nomination Committee and its members annually to determine whether the Nomination Committee and its members have carried out their duties in accordance with its terms of reference.