



HCK CAPITAL GROUP BERHAD
(484964-H)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

(1) Membership

The Committee shall be appointed by the Board from among the Directors of the Company and shall consist exclusively of non-executive directors, minimum 3, a majority of whom are independent.

(2) Quorum

The quorum in respect of a meeting of the Committee shall be at least 2 members present composed of wholly or a majority of whom must be independent directors.

(3) Chairman

The Board or the members of the Committee shall elect a Chairman from among their members who shall be an independent director. In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

(4) Secretary

The Company Secretary shall be the Secretary of the Committee.

(5) Meetings

- (i) The Committee will meet at least once a year. Additional meetings may be called at any time, at the discretion of the Chairman of the Committee or when necessary.
- (ii) Minutes of each meeting of the Committee shall be distributed to all members of the Board.
- (iii) Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except where at the meeting only 2 members (including the Chairman) form the quorum.
- (iv) Where necessary and appropriate, any decision of the Committee can be taken up by way of a resolution in writing.

(6) Authority

The Committee is to recommend new nominees for the Board and the Board Committees and to assess Directors on an on-going basis. The actual decision as to who shall be nominated should be the responsibility of the Board after considering recommendations of the Committee.

(7) Duties and Responsibilities

The duties and responsibilities of the Committee include -

- (i) Recommend and consider candidates proposed to the Board for the appointment of Executive Director and Non-Executive Director positions; taking into consideration the candidates' qualification, character, skills, knowledge, expertise, experience, professionalism, integrity, competence and time commitment;
- (ii) Recommend to the Board, candidates for filling all directorships and in doing so, preference shall be given to shareholders or existing Board members and within the bounds of practicability, by any other senior executive or any director or shareholder may also be considered;
- (iii) Recommend to the Board, Directors to fill the seats on Board Committee
- (iv) Assessing the effectiveness of the Board as a whole, the Board Committees and contribution of each Director through the evaluation process;
- (v) Establish a formal and transparent procedures for appointment of new Directors to the Board and make recommendations, which include establishing selection criteria, short listing, assessing and evaluating suitable candidate against selection criteria and Boards' requirements;
- (vi) Ensuring the Board has an appropriate balance of required expertise and skills/abilities needed to direct and control the Company towards achieving its intended goals and objectives
- (vii) Annually review, on behalf of the Board, the required mix of skills, experience, and other qualities, including core competencies, which Non-Executive Directors should bring to the Board, independence required to meet the needs of the Company; and
- (viii) Such other matters as the Board may from time to time determine.

(8) Reporting Procedure

The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.