



ASTRAL ASIA BERHAD

Registration No. 199601002254 (374600-X)
(Incorporated in Malaysia)

Nomination Committee (Terms of Reference)

Objective

The objective of the Nomination Committee (“NC”) of Astral Asia Berhad (“AAB”) is to establish a policy from which the NC shall make its recommendation to the Board of Directors (“Board”) on the nomination of new Directors to the Board. The actual decision as to who shall be nominated is the responsibility of the Board as a whole after considering the recommendation of the NC.

Composition

The NC must consist of not fewer than three (3) members, all of whom must be Non-Executive Directors and a majority of whom are Independent Directors.

When the membership of the NC for any reason is below three (3), the Board shall within six (6) months of the event, appoint such number of new members.

Chairman

The members of the NC shall elect a Chairman from amongst themselves who is an Independent Director. In the absence of the Chairman, the other members of the NC shall amongst themselves elect a Chairman who must be an Independent Director.

Authority

The NC is authorised by the Board to have full, free and unrestricted access to the relevant records of the Company. The NC is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties. The NC is also authorised by the Board to obtain, at the Company’s expense, outside legal or other professional and/or independent advice on any matters within its terms of reference. The NC makes no decision on behalf of the Board but makes recommendations to the Board.

Duties & Responsibilities

The duties and responsibilities of the NC are as follows:

1. To annually review and recommend to the Board the required mix of skills, experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board to ensure that they are in line with AAB's and the Group's requirements.
2. To consider and recommend to the Board the selection criteria for new appointment as Directors of AAB and the Group which may include:
 - i. Required skills, knowledge, expertise and experience;
 - ii. Ability to work cohesively with other members of the Board;
 - iii. Specialist knowledge or technical skills in line with the Group's strategy;
 - iv. Diversity in age, gender and experience/background; and
 - v. Number of directorships in companies outside the Group.
3. To consider and recommend suitable persons for appointment as Directors of AAB, its Group and members of the Board Committees.
4. To consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the NC shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities.
5. To consider and recommend to the Board the appropriate size of the Board and ensure that every Director, including the Executive Directors, shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election.
6. To consider and recommend any policy regarding the period of service of Non-Executive Directors, and the term of office of Board Committee members, including Chairman of Board Committees.
7. To recommend suitable orientation and training programmes to continuously train and equip the new and existing Directors, and ensure a statement is made by the Board in the Annual Report of AAB, containing a brief description on the type of training attended by Directors during the financial year.
8. To assist the Board in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and each Board Committee, as well as the contribution of each individual Director of AAB Results of evaluation shall be documented.

9. To annually assess the effectiveness and performance of the Executive Directors of the Company.
10. To annually assess the independence of the Independent Directors of the Company, and to disclose in the Annual Report that such assessment has been conducted and in any notice convening a general meeting for the appointment of independent directors.
11. To ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance.
12. To reviews the term of office, and terms of reference of all Board Committees, assisted by the Company Secretaries.

Meetings

1. The NC shall meet at least once a year. The quorum for a meeting of the NC shall be two (2) members.
2. The Secretaries to the NC shall be the Company Secretaries of the Company or any other person appointed by the NC. The Secretaries shall be responsible for the coordination of administrative details including calling the meetings, voting and keeping of minutes;
3. The procedure of the meeting are as follows:-
 - i. The members may regulate their meetings as they think fit.
 - ii. Every notice convening meeting shall specify the day, hour and agenda of the meeting and shall be given to all members at least seven (7) days before the meeting.
 - iii. Any question arising at any meeting shall be decided by a majority of votes and a determination by a majority of members. In the case of an equality of votes the Chairman shall not have any casting vote including but not limited to the case where the quorum is made up of only two (2) members.
 - iv. The minutes of the meetings shall be kept at the registered office of the Company; and
 - v. The NC shall report on each meeting to the Board.

Review of the Terms of Reference

The Terms of Reference shall be reviewed and may be amended by the NC as and when it deems appropriate and shall be presented to the Board for approval.