

NOMINATION COMMITTEE

Members

1. Ms Anita Chew Cheng Im (*Independent Non-Executive Director (Chairperson)*)
2. Mr Saw Tat Loon (*Independent Non-Executive Director*)
3. Mr Yike Chee Wah (*Independent Non-Executive Director*)

The terms of reference are as follows:

Composition

The Nomination Committee shall be appointed from amongst the Board and shall:-

- (i) comprise no fewer than two (2) members; and
- (ii) comprise exclusively non-executive directors, a majority of whom must be independent.

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

Purpose

1. Ensuring a formal and transparent procedure for the appointment of new directors to the Board.
2. Recommend to the Board, candidates for all directorships and on board committees.
3. Selecting, compensating, monitoring and overseeing succession planning.

Duties and Responsibilities

1. To recommend to the Board, candidates for directorships and to review the Board's policies and procedures for the selection of Board members. In making its recommendations, to consider and assess the candidates':-
 - a) skills, knowledge, expertise and experience;
 - b) professionalism;
 - c) time commitment to effectively discharge his/her role as a director;
 - d) contribution and performance;
 - e) character, integrity and competence;
 - f) in the case of candidate for the position of independent non-executive directors, to evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors; and
 - g) Boardroom diversity including gender, age and ethnic diversity.
2. To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The Board nomination and election process as well as the criteria used in the selection process and the assessment undertaken in respect of its Board, committees and individual Director should be disclosed in the Annual Report.
3. To recommend to the Board, the Directors to sit on respective Board committees.
4. To facilitate Board induction programme for newly appointed Directors with respect to the business, structure and management of the Group.
5. To administer the annual assessment of Directors, including a review of the skill, qualification and competencies of the Board as a whole, the committees of the board and for assessing the contribution of each individual director, including

NOTION VTEC BERHAD
- Nomination Committee

- independent non-executive directors, as well as the chief executive officer and to review the character, experience, integrity, competence and time commitment to effectively discharge the roles of each of its director, chief executive and chief financial officer*. All assessments and evaluations carried out to be properly documented.
6. To identify suitable educational and training programmes for continuous development of Directors and assess the training needs of each Director, review the fulfilment of such training, and disclose details in the Annual Report as appropriate.
 7. To review the Board and senior management's succession plans.
 8. To recommend to Board protocol for accepting new directorships.
 9. To review the term of office and performance of the Audit Committee and each of its members to determine whether they have carried out their duties in accordance with their terms of reference.
 10. To recommend the re-appointment of any non-executive director at the conclusion of his or her specified term of officer, re-election of any director under the retirement by rotation provisions in the Company's Articles of Association.

In developing its procedures and making recommendations to the Board, the Nomination Committee will take into account of:

- a) The provisions in the Company's Articles of Association, the Companies Act, 1965, the Bursa Malaysia Securities Berhad Listing Requirements and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;
- b) The need for the Board to operate an open and transparent appointment process. This may include public advertisement or direct approaches being made to individuals who may be suitable or organizations that may be able to advise;
- c) The overall composition and balance of the Board.

Succession Planning for Board

The Nomination Committee shall:

1. keep under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
2. give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in future;
3. make recommendations to the Board concerning the succession plans for Executive Directors;
4. make recommendations to the Board concerning the re-appointment of any non-executive director at the conclusion of his or her specified term of office, re-election of any director under the retirement by rotation provisions in the Company's Articles of Association, continuation (or not) in service of any director who has reached the age 70, if any;
5. make any necessary recommendations to the Board concerning the continuation in office, suspension or termination of service of any director (subject, in the case of Company employees to the provisions of their service contracts, if any); and
6. make recommendations to the Board concerning the continuation (or not) in service of any Independent Director who has served consecutively or cumulatively more than 9 years.

NOTION VTEC BERHAD
- Nomination Committee

Meetings

1. The Nomination Committee shall meet as required, and report to the Board of Directors after each meeting.
2. The quorum for a meeting shall be two (2) members.
3. A resolution in writing, signed by all the members of the Nomination Committee, shall be as effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members.

Revision of the Terms of Reference

Any revision or amendment to this Terms of Reference, as proposed by the Nomination Committee or any third party, shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

*Definition of:-

Chief executive - means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a director.

Chief financial officer - means the person primarily responsible for the management of the financial affairs of the corporation (such as record keeping, financial planning and financial reporting), by whatever name called