

TEKALA CORPORATION BERHAD
TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

The nominating committee consists exclusively of non-executive Directors, a majority of whom are independent, with the responsibility for proposing new nominees for the Board and for assessing Directors on an on-going basis. The actual decision as to who shall be nominated should be the responsibility of the Board after considering the recommendations of the nominating committee.

The functions of the Nominating Committee are as follows:

- (i) consider and recommend to the Board, candidates for directorship;
- (ii) consider, in making its recommendation, candidates' skills, knowledge, expertise and experience, time, commitment, professionalism and integrity. For the position of independent non-executive directors, the committee shall also evaluate the candidates' ability to discharge such responsibilities as expected from independent non-executive directors;
- (iii) recommend to the Board, directors to fill seats on Board committees;
- (iv) at least annually review the required mix of skills and experience and other qualities of the Board;
- (v) annually assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director;
- (vi) annually review the term of office and performance of the audit committee and each of its members to determine whether such audit committee members have carried out their duties in accordance with their terms of reference; and
- (vii) provide orientation and education programme for new Board members.