

JOHAN HOLDINGS BERHAD
(Company No. 314-K)

TERMS OF REFERENCE FOR NOMINATING COMMITTEE

Constitution

- 1 The Board hereby resolves to establish a Committee of the Board to be known as the Nominating Committee.

Membership

- 2 The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of exclusively non-executive directors¹, a majority of whom must be independent director.
- 3 The members of the Committee shall select a Chairman from among their members who should be the senior independent director identified by the board².
- 4 If a member of the Committee resigns, dies or for any other reason ceases to be a member, the board of directors shall, within 3 months of that event, appoint new members as replacement.
- 5 The term of office of committee members should be reviewed by the board no less than every three years.

Authority

- 6 The Committee is authorized by the Board to oversee the selection and assessment of directors.
- 7 The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

¹ New Para 15.08A(1) of LR

² Recommendation 2.1 of MCCG2012

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Functions

- 8 The functions of the Committee are :-
- (a) to recommend to the board for the appointment of new Director in accordance to the nomination and selection policies;
 - (b) to assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each existing individual director, in terms of the appropriate size and skills, balance between Executive Directors, Non-Executive and Independent Director, the mixture of skills and other core competencies required;
 - (c) to assess annually the independence of Independent Directors to consider whether the Independent Director can continue to bring independent and objective judgement to board deliberations³; and
 - (d) to recommend to the board if an Independent Director who serves the board for more than 9 years is justifiable to remain independent on board⁴.

Reporting Procedures

- 9 The Secretary shall circulate the minutes of meetings of the committee to all its members.

³ Recommendation 3.1 of MCCG2012

⁴ Recommendation 3.3 of MCCG2012