



## **TSR CAPITAL BERHAD**

Registration No. 200101005393 (541149-W)

(Incorporated in Malaysia)

### **Terms of Reference of Nomination Committee**

The Nomination Committee (“NC”) is established as a committee of the Board of Directors of TSR Capital Berhad (“TSR”), who authorises the terms of reference of the NC.

### **Objectives**

The principal objectives of the NC are as follows:-

- to assess and recommend suitable candidates for appointment to the Board and Board Committees of the Company with a view to ensure that the Board composition meets the needs, objectives and aspirations of the Company. Considerations should be given to the competencies, commitment, contribution and performance.
- to assess and recommend suitable candidates for appointment to the Board of the entities where the Company has interests, to work in the best interest of the respective entities and to also safeguard the interest of the Company.
- to assess the Directors of the Company on an on-going basis, with the view to ensure that the Board has the appropriate mix of skills, experiences and other qualities, and the appropriate Board size.

### **Composition**

The NC shall be appointed by the Board from amongst the Non-Executive Directors and shall consist of not less than three (3) members, a majority of whom being independent. The Chairman of the NC shall be the Senior Independent Director identified by the Board. In the absence of the Chairman of the NC, the members may elect from among themselves the Chairman for the meeting.

### **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**

- 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 TSR’s and the Group’s requirements.
- To consider and recommend to the Board the selection criteria for new appointment as Directors of TSR and the Group which may include:
  - Required skills, knowledge, expertise and experience;
  - Ability to work cohesively with other members of the Board;
  - Specialist knowledge or technical skills in line with the Group’s strategy;
  - Diversity in age, gender and experience/background; and

- Number of directorships in companies outside the Group.
- To consider and recommend suitable persons for appointment as Directors of TSR, its Group and members of the Board Committees.
- 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.
- 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.
- 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.
- 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 TSR, containing a brief description on the type of training attended by Directors during the financial year.
- 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 TSR. Results of evaluation shall be documented.
- To annually assess the effectiveness and performance of the Executive Directors of the Company.
- 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.
- To ensure that appropriate actions are taken based on the results of the annual assessments, to continuously enhance the Board's overall performance.
- To ensure periodic reviews of the term of office, and terms of reference of all Board Committees, assisted by the Group Secretary.
- To carry out such other responsibilities as may be delegated by the Board from time to time and such other matters as the NC considers appropriate.

**Procedures for new nomination and yearly review:-**

- The curriculum vitae ("CV") and updated CV of all candidates or Directors of the Company should be submitted to the NC and should be kept by the Company Secretary. The CV and updated CV would be used by the NC for annual review.
- For new appointment to the Board, the NC shall consider candidates for directorships proposed by any Director or shareholder of the Company or, within the bounds of practicality, by the Executive Director or any other senior executive.

## **Secretary**

The Company Secretary shall act as the Secretary of the NC.

## **Meeting Procedures**

- Frequency and calling  
The NC shall meet at least once a year. More meetings may be convened when the need arises. The Chairman is required to call for a meeting of the NC, if requested to do so by any NC members or the Board of Directors.
- Notice  
The notice period convening the meeting of the NC shall be at least seven (7) days, which may be waived with the consent of all members of the NC.
- Quorum  
A majority of Independent Directors shall form a quorum.
- Recommendation to the Board  
Recommendation to the Board during NC meetings must be supported by a majority of the NC members, who are not interested in the transaction.
- Participation in meetings  
A member of the NC so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, the meeting shall be deemed held at the registered office of the Company.

## **Circular Resolutions**

The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.

## **Review of the Terms of Reference**

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