



## **DAIBOCHI BERHAD**

**(FORMERLY KNOWN AS DAIBOCHI PLASTIC AND PACKAGING INDUSTRY BHD)**

(Company No.: 12994-W)

(Incorporated in Malaysia under the Companies Act)

### **NOMINATION COMMITTEE – TERMS OF REFERENCE**

#### **1. Composition/Members**

- 1.1 The Nomination Committee (NC) shall comprise exclusively of Non-Executive Directors, a majority of whom must be independent.
- 1.2 The Chair of the NC shall be the Senior Independent Director identified by the Board.

#### **2. Secretary**

The Company Secretary or her nominee shall act as the secretary of the NC.

#### **3. Frequency of Meetings**

- 3.1 The NC shall meet at least once a year and as and when required. A quorum shall consist of 2 members.
- 3.2 The NC may take action by way of circular resolutions in lieu of convening a formal meeting.

#### **4. Duties and Responsibilities**

- 4.1 The NC should not have delegated powers to implement its recommendations. It should be obliged to report its recommendations back to the full Board for its consideration and implementation.
- 4.2 Annually review the Board's composition and the required mix of skills, experience, quality and core competencies which Non-Executive Directors should bring to the Board.
- 4.3 Annually assess the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual director.
- 4.4 To review on an annual basis, the terms of office and the performance of the Audit Committee and its members to ensure duties are fulfilled according to their terms of reference.

- 4.5 To assess on an annual basis, the independence of the Independent Directors to ensure that they bring independent judgment to Board deliberations and are free from any business or other relationship which interfere with their objectivity or the ability to act in the best interest of the Company, its subsidiaries and shareholders.
- 4.6 Consider candidates for directorships proposed by the Managing Director and within the bounds of practicability, by any other senior executive or any Director or shareholder or utilize independent sources to identify suitably qualified candidates.
- 4.7 Recommend to the Board, Directors to fill the seats on Board Committees.
- 4.8 Recommend the appointment of Board and Senior Management based on objective criteria, merit and with due regard for diversity in skills, experience, age, cultural background and gender.
- 4.9 Consider and recommend a policy regarding the period of service of Executive and Non-Executive Directors on the Boards of the Company, its subsidiaries and associate companies.
- 4.10 Submit to the Board an annual report of its activities.
- 4.11 Carry out such other assignments as may be delegated by the Board.
- 4.12 Consider and recommend suitable persons for appointment as Board members of subsidiaries and associate companies as Group nominees and to annually review their contribution.

5. **Review of Terms of Reference**

The NC shall review its terms of reference, as and when deemed necessary. This is to ensure the NC's relevance in assisting the Board to discharge its duties in accordance with the changes in corporate laws, requirements and regulations that may arise and to remain consistent with its duties and responsibilities.

*Reviewed and approved by the Board on December 8, 2017*