

**SELANGOR PROPERTIES BERHAD (Company No. 5199-X)**

**NOMINATING COMMITTEE**  
- TERMS OF REFERENCE

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**1. Membership**

The members of the Nominating Committee (the “Committee”) shall be appointed by the Board of Directors and shall number *at least 3 in total* and comprise *exclusively non-executive directors, a majority of whom are independent.*

**2. Chairman**

The Chairman of the Committee shall be a Senior Independent non-executive director appointed by the Board.

**3. Quorum**

The quorum of the committee shall be at least two members.

**4. Term of Office**

The term of office for members shall be one year and members may be re-appointed by the Board for additional terms.

**5. Secretary**

The Company Secretary or other appropriate senior official of the Company shall act as the secretary of the Committee.

**6. Meetings**

The Committee will normally meet as required. Such meetings are at the call of the Chairman and shall be held not less than once a year. The Managing Director and/or the Director of Finance may be invited to attend such meetings.

**7. Advisers**

The Committee, in the discharge of its duties, may seek appropriate professional advice on any matters as and when it considers necessary.

## **8. Duties**

The duties and responsibilities of the Committee are as follows:-

- i) recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board and to review the Board's policies and procedures for the selection of Board members. In making the recommendations, the Committee should also consider candidates proposed by the Managing Director, and within the bounds of practicability, by any other senior executive, director or shareholder and the Committee shall assess and consider the candidates:-
  - skills, knowledge, expertise and experience;
  - professionalism;
  - time commitment and attention to effectively discharge his/her role as a director, amongst others, attendance at board or committee meetings, major company events, briefings or site visitations, participation in continuing training programmes, directorships in other listed issuers, public companies and corporations incorporated and listed outside Malaysia and other commitments or positions and the time commitment involved;
  - contribution and performance;
  - character, integrity and competence;
  - boardroom diversity including gender, age, ethnicity and diversity; and
  - in the case of candidates for the position of independent non-executive directors, the Nominating Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from independent non-executive directors;
- ii) develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The Nominating and the election process should be disclosed in the Annual Report;
- iii) recommend to the Board, directors to fill the seats on board committees;
- iv) facilitate Board induction programme for newly appointed Directors;
- v) assess the training needs of each Director, review the fulfillment of such training, and disclose details in the Annual Report as appropriate;
- vi) review the Board's succession plans;
- vii) review annually the required mix of skills and experience of the Board, including the core competencies which non-executive directors should bring to the Board;

- viii) assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director, including his time commitment, character, experience and integrity. All assessments and evaluations carried out by the Nominating Committee in the discharge of all its functions shall be properly documented.
- ix) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with terms of reference.
- x) assess annually the independent of its independent directors. This activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of independent directors;
- xi) consider the size and balance of the Board with a view to determine the impact of the number upon the Board's effectiveness and recommend it to the Board
- xii) review the character, experience, integrity, competence and time to effectively discharge the roles of chief executive and chief financial officer;
- xiii) recommend to Board the Company's gender diversity policies, targets and discuss measures taken to meet those targets; and
- xiv) recommend to Board protocol for accepting new directorships.

## **9. Minutes**

The minutes of meetings of the Committee shall be circulated to all members of the Board.

## **10. Written Terms of Reference**

The Committee must have its written terms of reference which deal with its authority and duties which must include the selection and assessment of directors, and such information must be made available on the Company's website.

### \*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