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MEDA INC
MEDA INC BERHAD
(Company No. 507785-P)

NOMINATING COMMITTEE

TERMS OF REFERENCE

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Membership

The Board of Directors shall appoint members of the Nominating Committee, composed 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 Committee shall consist of not less than two (2) members.

Authority

The Committee is authorized to assess the directors on an on-going basis and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.

The actual decision as to who shall be nominated should be the responsibility of the full board after considering the recommendations of the Committee.

Objectives

The objective of the Committee is to deliberate and recommend to the Board on all new appointments to the Board. It is responsible for ensuring that the review of the board candidates is undertaken in a disciplined and objective manner.

Duties of the Committee

The duties of the committee include:

- (1) To propose nominee for appointment to the Board, Board Committees and nominees for the position of Chief Executive Officer/ Chief Operating Officer.

In making the selection the Nominating Committee to consider the following aspects :-

- a) Probity, Personal Integrity and Reputation
- the person must have key qualities such as honesty and integrity
- b) Competence and Capability
- the person must have the appropriate qualification, training, skills, practical experience and commitment (including time commitment) to effectively fulfill the role and responsibilities of the position
- c) Financial Integrity
- the person must manage his debts or financial affairs prudently
- d) Professional Background
- education, experience, skills, exposure, qualities and other factors that will best qualify to serve on the Board

- e) Directorships in Public Listed Companies
 - the person must not have directorships in public listed companies of more than five (5) as prescribed under paragraph 15.06 of Main Market Listing Requirements.

The Board Recruitment Process shall involve the following stages :-

- i) Identification of candidates(s);
 - ii) Evaluation of suitability of candidates;
 - iii) Meeting up with candidates;
 - iv) Final deliberation by NC; and
 - v) Recommendation to Board.
- (2) To review and oversee the overall composition of the Board and Board Committees in terms of appropriate size and skills, experience and the balance between Executive Directors, Non-Executive and Independent Directors, and the mixture of skills and other core competencies required, through annual reviews.
 - (3) To carry out annual assessment on the effectiveness of the Board and Board Committees as a whole, the contribution, competencies, commitment and performance by each director, the Board's various committees to the Company and the performance of the Chief Executive Officer/Chief Operating Officer.
 - (4) To review the succession planning and recommend to the Board on the appointment, re-appointment and assessment of senior management for approval.
 - (5) To recommend to the Board on removal of a Director/Chief Executive Officer/Chief Operating Officer if he is ineffective, errant or negligent in discharging his responsibilities.
 - (6) To review training programmes for Director.
 - (7) To facilitate achievement of board gender diversity policies, targets and measures to achieve it.
 - (8) To carry out the annual assessment of the independence of the Independent Directors.
 - (9) To carry out the annual assessment whether the directors who have exceeded a cumulative of 9 years tenure should be put forward for re-appointment.
 - (10) If the Board intends to retain an independent director after the 12th year, the Committee should ensure the Company seeks annual shareholders' approval through a two-tier voting process. (Practice 4.2 of Code 2017)

Meetings

Meetings of the Committee shall be held not less than once a year and from time to time as determined by the members of the Committee. Written notice of the meeting together with an agenda shall be given to the members of the Committee. The quorum for a Meeting of the Committee shall be two (2) and any decision shall be by a simple majority.

The Company Secretary shall be the Secretary of the Committee.

Reporting Procedures

The Secretary shall maintain minutes of the proceedings of the meetings of the Committee and circulate such minutes to all members of the Board.