

## **NOMINATING COMMITTEE TERMS OF REFERENCE**

### **1. CONSTITUTION**

The Board of Directors (“the Board”) of Sealink International Berhad (“Sealink” or “the Company”) resolved on 28 May 2008 to establish a committee known as the Nominating Committee. The Terms of Reference of the Nominating Committee is available on the Sealink’s website at [www.asiasealink.com](http://www.asiasealink.com)

### **2. OBJECTIVE**

The key objective of the Nominating Committee is to oversee the selection and assessment process of Directors of the Board, ensuring that nominations to Board and Board Committee seats are fair and transparent having regard to the competence, experience, character, integrity and time commitment of the nominees.

The primary function, in line with the Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“Bursa Malaysia”) and Malaysian Code on Corporate Governance (“MCCG”), is to assist the Board in the following areas:

- (a) identify candidates and review all nomination of the Board for the appointment and re-appointment of Directors and members of the various Board Committees; and
- (b) evaluate the performance and effectiveness of the Board and Board Committees and Directors and performance of the Key Management Personnel on an ongoing basis.

### **3. MEMBERSHIP**

- 3.1 The Nominating Committee shall be appointed by the Board from amongst the directors and shall consist exclusively on non-executive directors, a majority of whom shall be Independent Non-Executive Directors.
- 3.2 The Chairman shall be the senior independent non-executive director appointed by the Board and, in his absence, members present may elect another independent non-executive director to chair the meeting.
- 3.3 The Company Secretary shall act as Secretary of the Nominating Committee.

### **4. PROCEEDINGS**

- 4.1 The Nominating Committee shall meet at least once during each financial year and shall hold such additional meetings as the Chairman shall deem necessary in order to fulfill its duties.
- 4.2 The quorum for a meeting shall be two (2) members including at least one (1) independent non-executive director.
- 4.3 Resolutions of the Nominating Committee shall be passed by a majority of votes of members present. In the event that only two (2) members are present, any resolution shall be passed by them unanimously.
- 4.4 The Nominating Committee shall also follow the duties as prescribed by the MMLR of Bursa Malaysia to be carried out by the Nominating Committee.

## 5. AUTHORITY

- 5.1 The Nominating Committee shall report directly to the Board on their recommendations unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

### *Reporting*

***The Chairman shall report on each meeting of the Committee to the Board regarding all relevant matters and appropriate recommendations, for notation or approval by the Board.***

- 5.2 The Nominating Committee is authorised to obtain external professional advice and service (including the use of intermediary agencies) if it considers necessary.
- 5.3 The Nominating Committee shall be provided with sufficient resources to discharge its duties.

## 6. DUTIES

The duties of the Nominating Committee comprise the following:

- 6.1 develop and review the policy on Board composition, in terms of the mix of skills, independence and diversity (including gender diversity) and other qualities, required to facilitate effective and efficient functioning of the Board;
- 6.2 review the Board's nomination and election process of directors;
- 6.3 recommend to the Board, candidates for all directorships in the Company. In making the recommendations, the Committee shall also consider candidates proposed by the Chairman and, within the bounds of practicability, by any director or shareholder. In making its recommendations, the Committee shall consider, amongst others, the candidates':
- a) skills, knowledge, expertise and experience;
  - b) performance;
  - c) character, professionalism and integrity;
  - d) number of directorships and other external obligations which may affect the director's commitment, including time commitment and value contribution; and
  - e) in the case of candidates for the position of Independent Non-Executive Director Committee shall also evaluate the candidates' ability to discharge such responsibilities/ functions as are expected from an Independent Non-Executive Director.
- 6.4 recommend to the Board and facilitate appropriate induction and education programme for new directors as well as evaluate the training needs of directors and ensure that their training needs are met and they are kept abreast of all regulatory changes and developments in the business environment;
- 6.5 recommend to the Board, directors to fill the seats on Board Committees;
- 6.6 assess annually the effectiveness of the Board, as a whole, Board Committees and the contribution of each individual Director with the outcome and results reported to the Chairman of the Board;

- 6.7 develop, maintain and review the criteria used in the assessment of Board, as a whole, Board Committees and individual Directors as well as the independence of Independent Non-Executive Directors;
- 6.8 identify and make recommendations to the Board as the Directors who are to retire by rotation and to be put forward for re-election at each annual general meeting of the Company, having regards to the Directors' contribution and performance (such as their attendance, preparedness, participation and candour), including, if applicable, as Independent Directors. All Directors are required to submit themselves for re-election at regular intervals and at least once every three (3) years.
- 6.9 establish appropriate framework and plans for succession at Board Level and Key Management Personnel to ensure the Board and Senior Management are comprised of individuals with the skills and experience relevant to the Company's strategic direction and objectives.
- a) to provide, in its annual report, a statement about the activities of the Nominating Committee in the discharge of its duties for the financial year. Such statement must include the application of the Company's fit and proper policy in the nomination and election of its directors, how the requirements set out in paragraph 2.20A of the MMLR of Bursa Malaysia are met and contain the following information:
- (i) the policy on Board composition having regard to the mix of skills, independence and diversity (including gender diversity) required to meet the needs of the Company;
  - (ii) the Board nomination and election process of directors; and
  - (iii) the assessment undertaken by the Nominating Committee in respect of the performance of its Board, committees and individual directors together with the criteria used for such assessment.

-----END OF DOCUMENT-----