



Registration No. 197501001462 (23568-H)

Wisma Hubline, Lease No. 3815 (Lot 10914), Section 64, KTLD

Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, Malaysia

Tel 082 33 5393 Fax 082 33 7393 www.hubline.com

## Terms of Reference of the Nomination Committee

### 1. Purpose

The Nomination Committee is established as a committee of the Hubline Berhad's Board of Directors ("the Board") with the following principal objectives:

- 1.1 To assist the Board in reviewing on an annual basis the appropriate composition and size of the Board, including appropriateness of executive and non-executive participation.
- 1.2 To review the required combination of skills, knowledge, experience, expertise, professionalism, integrity and diversity (including gender diversity) of the Directors.
- 1.3 To assess the Directors on an ongoing basis.
- 1.4 To review the continuous education program of the Board.
- 1.5 To propose new nominees to the Board.
- 1.6 To ensure sufficient succession planning of the Directors.

### 2. Composition and Size

- 2.1 The members of the Nomination Committee shall be appointed by the Board of Directors.
- 2.2 The Nomination Committee comprises exclusively of Non-Executive Directors, a majority of whom must be Independent, Non-Executive Directors.

- 2.3 The Nomination Committee shall comprise of at least two (2) Board members.
- 2.4 The members the Nomination Committee shall elect a Chairman from amongst themselves who shall be a Non-Executive Director.

### **3. Authority**

The Nomination Committee is authorised by the Board and at the expense of the Company to perform the following:

- 3.1 Have full and unrestricted access to all information in relation to the Company and its subsidiaries (the "Group").
- 3.2 Secure the appropriate resources in order to perform its duties as set out in its terms of reference.
- 3.3 Seek any information it requires from any employee of the Company in order to perform its duties.
- 3.4 If deemed necessary, obtain external independent professional advice or assistance to perform its duties.
- 3.5 Report its actions and any recommendation to the Board for its consideration and approval.

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

The duties and responsibilities of the Nomination Committee shall include, among others, the following:

- 4.1 Provide recommendation to the Board for its consideration with regards to appointment of suitable candidate(s) to the Board. In the case of candidates for the position of Independent Director, to evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Director.
- 4.2 In identifying candidates for appointment as directors, to consider recommendations from the Board or shareholder or to utilise independent sources to identify suitably qualified candidates.
- 4.3 To recommend to the Board, re-appointment/re-election of Directors to the Board.

**Terms of Reference of Nomination Committee**

- 4.4 To recommend to the Board, directors to fill the seats on Board Committees.
- 4.5 Review the composition, size and diversity of the Board while taking into consideration the current and future needs of the Company as well as economic, environmental and social changes.
- 4.6 Evaluate the mix of skills, knowledge, experience, expertise, professionalism, integrity, diversity (including gender diversity) and other qualities including core competencies of the Directors on an annual basis.
- 4.7 To review the size of the Board with a view to determining the adequacy of the number of directors, as well as diversity to serve on the Board and the Committees of the Board.
- 4.8 Assist the Board in establishing and maintaining the effectiveness of the Board and Board Committees as a whole and the contribution of each individual Director and Board Committee member on an annual basis. The evaluation is undertaken by the Committee and facilitated by the Company Secretary. The Committee, after reviewing the results, submits its findings to the Board for assessment of the performance and effectiveness of the Board and Board Committees.
- 4.9 Review and recommend appropriate and suitable training and educational program to train and equip new and existing Directors.
- 4.10 Review succession planning of the Board Chairman and Directors.
- 4.11 To formulate the nomination, selection and succession policies for the members of the Board.
- 4.12 Oversee the appointment, management, performance evaluation, succession planning, re-election and resignation of the Directors and recommend to the Board any changes if deemed necessary.
- 4.13 To review on an annual basis, the independence and tenure of the Independent Director based on the criteria set in the Bursa Securities Main Market Listing Requirements and the Malaysian Code on Corporate Governance.

- 4.14 Where the tenure of an Independent Director has exceeded a cumulative term of nine (9) years, to provide relevant justifications when seeking shareholders' approval in the event the Committee's recommendation is to retain the individual as an Independent Director serving more than nine (9) years.
- 4.15 To review the terms of office and performance of the Audit Committee and each of its members annually and to determine whether the Audit Committee has carried out their duties in accordance to its terms of reference.

## **5. Secretary**

- 5.1 The Company Secretary or any member of the Nomination Committee shall act as the Secretary of the Committee.
- 5.2 The Secretary shall minute the proceedings and resolutions of all Nomination Committee meetings, including the names of those present and in attendance.
- 5.3 Minutes of the Nomination Committee meetings shall be circulated to each member of the Nomination Committee and made available on request to other members of the Board.

## **6. Quorum**

- 6.1 The quorum necessary for the transaction of business shall be two (2) of whom the majority shall be Independent, Non-Executive Directors.
- 6.2 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise any or all of the authorities being vested by the Nomination Committee.
- 6.3 Other Directors, employees or others may attend meetings upon the invitation of the Nomination Committee.

## **7. Frequency of Meetings**

- 7.1 The Nomination Committee shall meet no less than once a year. Furthermore, it shall meet as and when the Chairman of the Committee deems necessary to fulfill the Committee's responsibilities.
- 7.2 In the absence of a meeting, any issue shall be resolved through circular resolution.

## **8. Circular Resolution**

- 8.1 A resolution in writing signed by majority of members shall be valid and effectual as if it had been passed at a meeting of the Nomination Committee. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members.