

**PACIFIC & ORIENT BERHAD**  
(Company No.308366-H)

**TERMS OF REFERENCE OF THE NOMINATING COMMITTEE**

**1. OBJECTIVE**

- 1.1 The Committee has adopted the objective promulgated in the Malaysian Code on Corporate Governance of establishing a formal procedure for recommending appointments to the Board and the process of assessing the contributions of existing Directors.

**2. MEMBERSHIP**

- 2.1 The Committee shall be appointed by the Board of Directors from amongst the Director of the Company and shall consist of not less than three (3) members.
- 2.2 The Committee shall consist exclusively of non-Executive Directors, a majority of whom are independent.
- 2.3 The members of the Committee shall elect a Chairman from amongst their number.
- 2.4 If a member of the Committee resigns, dies or for any reasons ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months.

**3. MEETINGS**

- 3.1 The quorum for Committee meeting shall be at least two thirds of the members, the majority present must be Independent non-Executive Directors.
- 3.2 The Committee shall meet at least once a year and such additional meetings are the Chairman shall decide.
- 3.3 Notwithstanding paragraph 3.2 above, upon the request of any member of the Committee or non-member Directors, the Chairman shall convene a meeting of the Committee to consider the matters brought to its attention within its terms of reference.
- 3.4 The Company Secretary shall act as Secretary of the Committee.

3.5 The Secretary of the Committee shall be entrusted to record all proceedings and minutes of all meetings of the Committee.

4. **FUNCTIONS**

4.1 To recommended to the Board suitably nominated candidate for appointments as Directors taking into consideration the Board structure, size, composition and the required mix of expertise and experience which the Director should bring to the Board.

4.2 To recommended to the Board, members to fill the seats on Board committees.

4.3 To carry out evaluation of the contribution of each Director and the effectiveness of the Board as well as the Committees of the Board.