

**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 of Directors of the Company (“the Board”) and the process of assessing the contributions of existing Directors.

**2. MEMBERSHIP**

- 2.1 The Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than 3 members.
- 2.2 The Committee shall consist exclusively of Non-Executive Directors, the majority of whom shall be independent.
- 2.3 The members of the Committee shall elect a Chairman from amongst their number. The Chairman shall be an Independent Non-Executive Director and distinct from the Chairman of the Board.
- 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 to below 3, the Board shall, within 3 months appoint such number of new members as may be required to make up the minimum members.

**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 as 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.

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

**TERMS OF REFERENCE OF THE NOMINATING COMMITTEE**

---

**4. FUNCTIONS**

- 4.1 To recommended to the Board suitably nominated candidates for appointment as Director taking into consideration the Board structure, size, composition and the required mix of expertise and experience which the Directors 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.
- 4.4 To review annually the independence of all Independent Non-Executive Directors.
- 4.5 To assess, evaluate and determine the training needs of each Director.
- 4.6 To assess and/or recommend to the Board the boardroom diversity in terms of Directors' gender, age, experience, diversity policy, target and measures to be taken to meet those targets.
- 4.7 To review the effectiveness and performance of the Chief Executive Officer.
- 4.8 To review the structure and framework of the Company's succession planning.
- 4.9 To review of the terms of office and performance of the Audit Committee and its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.