



**TERMS OF REFERENCE
NOMINATION COMMITTEE**

Effective Date: 8th November 2016

GREENYIELD BERHAD

(Company No. 582216 T)

NOMINATION COMMITTEE

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1. MEMBERSHIP

The members of the Committee shall comprise exclusively of Non-Executive Directors and number at least two (2) in total.

The majority of the members of the Committee shall comprise Independent Directors.

2. CHAIRMAN

The Chairman of the Committee shall be a Senior Independent Non-Executive Director appointed by the Board.

3. SECRETARY

The Company Secretary or other appropriate senior official shall act as secretary of the Committee.

4. QUORUM

The quorum for convening of meetings shall be two members.

5. NOTICE

Except in the case of any emergency, notice of every meeting shall be given in writing at least seven (7) days prior to the meeting and the notice of each meeting shall be served to any member entitled personally or by sending it via fax or through post or by courier or by email to such member to his registered address as appearing in the Register of Directors, as the case may be.

6. FREQUENCY OF MEETINGS

Meetings shall be held not less than once a year.

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7. AUTHORITY

The Committee is authorised by the Board to access resources and information as deemed appropriate for the discharge of its responsibilities to the Company, including seeking appropriate independent professional advice inside and outside the group at the Company's expense, as and when it considers this necessary.

8. DUTIES

The duties of the Committee shall be:-

- to recommend to the Board, candidates for all directorships. In making the recommendations the Committee should also consider candidates proposed by the Group Managing Director / Group Chief Executive Officer, and within the bounds of practicability, by any other senior executive, Director or shareholder.
- to recommend to the Board, Directors to fill the seats on Board Committees. In making its recommendations, the following matters should be considered of the candidate:-
 - a) skills, knowledge, expertise and experience;
 - b) time, commitment and character;
 - c) professionalism;
 - d) integrity; and
 - e) for the position of Independent Non-Executive Director, the Committee shall also evaluate the candidate's ability to discharge such responsibilities / functions as are expected from the Independent Non-Executive Director.
- to review at least once a year the required mix of skills and experience of the Board, including the core competencies which Non-Executive Directors should bring to the Board, and the balance between Executive Directors, Non-Executive Directors and Independent Non-Executive Directors.
- the annual assessment of the Nomination Committee in relation to the effectiveness of the Board as a whole, Board Committees and contribution from each individual director should include Independent Non-Executive Director as well as the Chief Executive Officer.

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- to ensure that the process carried out in evaluating and assessing members of the Board, including the Independent Non-Executive Directors and Chief Executive Officer should be properly documented.
- to ensure that the Directors to retire in each year shall be those who have been longest in the Company since their last election, but as between persons who became Directors on the same date, those to retire shall be determined by lot.
- to review the term of office and performance of the audit committee and each of its members annually to determine whether such audit committee and members have carried out their duties in accordance with their term of reference.
- to conduct an assessment of the independent director(s) who are retained beyond nine years and recommend to the Board whether the independent director(s) should remain independent or be re-designated.
- to review the induction and training needs of directors. Ensure the training programme attended by the directors must be one that aids the director in the discharge of his duties.
- to review the Board's and senior management's succession plans.
- to review, consider and recommend Board diversity.
- to ensure that the responsibility of the Committee shall also cover the subsidiaries of the Company.
- such other responsibilities as may be delegated by the Board from time to time.

9. MINUTES

The minutes of meetings of the Committee shall be circulated to all members of the Board.