

MEGA FIRST CORPORATION BERHAD
TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Objective

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 Directors.

2. Membership

2.1 The Committee shall be appointed by the Board of Directors from amongst the Directors 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 and non-executive Directors.

2.3 The members of the Committee may elect a Chairman from amongst their number.

2.4 If a member of the Committee resigns or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three months appoint such number of new members as may be required to make up the minimum of three (3) members.

3. Meetings

3.1 The quorum for a Committee meeting shall be at least two (2) members, the majority present must be independent and 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 The Company Secretary shall act as Secretary of the Committee.

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

3.5 The minutes of the Committee shall be made available to the Board.

4. Rights and Authority

4.1 The Committee does not have the delegated authority from the Board to implement its recommendations but is obliged to report its recommendations to the full Board for its consideration and implementation. The actual decision as to who shall be appointed is the responsibility of the full Board after considering the recommendations of the Committee.

4.2 The Committee shall have adequate resources required to perform its duties.

4.3 The Committee shall have full and unrestricted access to information, records and documents relevant to its activities.

5. Functions and Duties

5.1 To recommend to the Board nominated candidates for appointments as Directors after considering the required mix, skills, knowledge, experience and other core

competencies, expertise, professionalism and integrity which the Directors should bring to the Board.

- 5.2 To evaluate the ability of candidates for the position of independent and non-executive Directors to discharge such responsibilities and functions as expected from independent and non-executive Directors.
- 5.3 To consider candidates for directorships proposed by the chief executive officer and, within bounds of practicability, by any other senior executive or any Director or shareholder.
- 5.4 To recommend to the Board, Directors to fill seats on Board Committees.
- 5.5 To assess, on an annual basis, the effectiveness of the Board as a whole, and the contribution of each individual Director and the chief executive officer.