

**WELLCALL HOLDINGS BERHAD (“THE COMPANY”)  
(COMPANY NO: 707346-W)  
NOMINATION COMMITTEE  
TERMS OF REFERENCE**

**1. MEMBERSHIP**

The Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members of whom the majority shall be Independent Non- Executive Directors.

If the number of members of the Nomination Committee is reduced to below three (3) for any reason, the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

**2. QUORUM**

A quorum of two (2) members and at least one (1) member present shall be an Independent Non-Executive Director.

**3. CHAIRMAN**

The members of the Nomination Committee shall elect a Chairman from among their number who shall be an Independent Director.

**4. MEETINGS**

Meeting shall be held at least once a year. Additional meetings may be called at any time at the discretion of the Chairman of the Nomination Committee.

The Nomination Committee may invite any other Directors, management and staff to be in attendance during the meetings to assist in its deliberation.

Meetings of the Nomination Committee shall be governed by the provisions of the Company’s Articles of Association relating to Board meetings except in so far as the same are not amended in these terms of reference.

Minutes of each Nomination Committee meeting shall be kept and distributed to all Nomination Committee members. The minutes of the Nomination Committee meeting shall be presented at the Board meeting and the Chairman of the Nomination Committee shall report on each Nomination Committee meeting to the Board.

The Company Secretary shall be the secretary of the Nomination Committee.

## **5. OBJECTIVES**

- (a) Primary charged with the responsibility for proposing new nominees for the Board as well as the Directors to fill the seats on board committees, and assessing the Directors on an ongoing basis.
- (b) To review on an annual basis the required mix of skills and experience and other core qualities, including core competencies, which the Non-Executive Directors should bring to the Board.

## **6. DUTIES AND RESPONSIBILITIES**

The Nomination Committee is responsible for:-

- (a) Establishing minimum requirements for the Board i.e. required mix of skills, experience, qualification and other core competencies required of a Director. The Nomination Committee is also responsible for establishing minimum requirements for the Managing Director. The requirements and criteria should be approved by the Board.
- (b) Recommending and assessing the nominees for directorship, Board committee members as well as for nominees for the Managing Director. The actual decision as to who shall be nominated should be the responsibility of the Board.
- (c) Overseeing the overall composition of the Board, in terms of the appropriate size and skills, and the balance between Executive Directors, Non-Executive Directors and Independent Directors through annual review.
- (d) Recommending to the Board the removal of a Director / Managing Director from the Board / management if the Director / Managing Director is ineffective, errant and negligent in discharging his/her responsibilities.
- (e) Establishing a mechanism for the formal assessment on the effectiveness of the Board as a whole and the contribution of each Director to the effectiveness of the Board, the contribution of the Board's various committees and the performance of the Managing Director and other key senior management officers. Annual assessment should be conducted based on an objective performance criterion. Such performance criteria should be approved by the Board.
- (f) Ensuring that all Directors receive an appropriate continuous training programme in order to keep abreast with the latest developments in the industry.
- (g) Overseeing the appointment, management succession planning and performance evaluation of key senior management officers.
- (h) Recommending to the Board the removal of key senior management officers if they are ineffective, errant and negligent in discharging their responsibilities.
- (i) To perform any other functions as defined by the Board.

## **7. AUTHORITY**

- (a) The Nomination Committee is authorised by the Board to act within its terms of reference, to obtain the resources which it requires including but not limited to obtaining advice from expert advisers, both internal and external, and to have full and unrestricted access to information to enable the Nomination Committee to fulfil its objectives.
- (b) Each and every member of the Nomination Committee shall be vested with such power and authority, specific or general, as may from time to time be decided upon by the Board.
- (c) The actual decision as to who shall be nominated should be the responsibility of the Board after considering the recommendations of the Nomination Committee.