



## **JAYCORP BERHAD**

### **NOMINATION COMMITTEE**

#### **TERMS OF REFERENCE**

**1. Status**

The Nomination Committee (“Committee”) is a committee of the Board of Directors (“Board”) of Jaycorp Berhad (“Jaycorp” or “the Company”).

**2. Composition**

- a) The Committee shall be appointed by the directors from amongst its members and shall comprise no fewer than three (3) members all of whom must be non-executive directors, the majority of whom shall be independent directors. In determining independence, the Board will observe the requirements of Paragraph 1.01 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), and any relevant Bursa Securities Practice Notes that may be issued by Bursa Securities from time to time.
- b) The members of the Committee shall elect from among their number a Chairman who is an independent non-executive director.

- c) Where the members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.
- d) All members shall hold office only for so long as they serve as directors of the Company.
- e) Members of the Committee may relinquish their membership in the Committee with prior written notice to the Secretary and may continue to serve as directors of the Company.
- f) The Company Secretary or other appropriate senior officer shall be the Secretary of the Committee.

### **3. Meetings and Minutes**

- a) The Committee shall meet as and when required upon request by the members, provided that the Committee shall meet at least once in a financial year.
- b) The Chairman of the Committee, or the Company Secretary on the requisition of the members, shall at any time summon a meeting of the members by giving at least three (3) days' notice.
- c) No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for each meeting shall be two (2) members of the Committee including the Chairman.
- d) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day of the following week, and at the same time and place, or to such other day and at such other time and place as the members may determine. If at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the meeting shall be dissolved.
- e) Attendance at a meeting may be by being present in person or by participating in the meeting by means of video or teleconference.
- f) The Committee may at its discretion and as the need arises, invites one or more persons to attend the meeting.
- g) Minutes of each meeting shall be distributed to each member of the Committee and the Board.
- h) Minutes of each meeting shall be kept at the registered office of the Company under the custody of the Company Secretary. The minutes may be opened for the inspection of the

Board, external auditors, internal auditors, senior management and other persons deemed appropriate by the Company Secretary.

- i) The Chairman shall provide to the Board a summary of the proceedings, signed by the Chairman of the Committee, after each meeting.
- j) The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.
- k) All recommendations and findings of the Committee shall be submitted to the Board for approval. Upon such approval, the Company Secretary shall distribute to each member a copy of the said approval.

#### **4. Duties**

The duties of the Committee are as follows:

- To formulate the nomination, selection and succession policies for the members of the Board and Board Committees.
- To recommend to the Board on the optimum size of the Board to reflect the desired skills and competencies and the candidates for directorships to be filled by the shareholders or the Board, formalizing a transparent procedure for proposing new nominees to the Board and Board Committees.
- In making its recommendations to consider the candidates' skills, knowledge, expertise and experience, professionalism, integrity and, in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as are expected from independent non-executive directors.
- In making its recommendations, to consider candidates for directorships proposed by the chief executive officer and, within the bounds of practicability, by any other senior executive or any director or shareholder.
- To recommend to the Board appointments to fill casual vacancies.
- To assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board.
- To assist the Board in nominating the membership of other Board Committee members.
- To assist the Board to introduce criteria and to formulate and implement a procedure to be carried out by the Committee annually for assessing the effectiveness of the Board, Board Committees and individual directors.

- To determine the core competencies and skills required of Board members to best serve the business and operations of the Group as a whole.
- To review the participation of the non-executive directors, Board balance and to determine if additional Board members are required and also to ensure that at least one-third of the Board is independent.
- To document all assessments and evaluations carried out by the Committee in the discharge of all its functions and thereafter, reporting to the Board.
- To ensure, where the Company has a significant shareholder, that the investment of the minority shareholders are fairly reflected through Board representation.
- In discharging its duties, the Committee shall at all times be mindful of the provisions of the Malaysian Code on Corporate Governance and all applicable laws, regulations and guidelines.

## **5. Powers of the Committee**

- a) In general, the Committee shall not have delegated powers from the Board to implement its recommendations but should be obliged to report its recommendations back to the full Board for consideration and implementation.
- b) In carrying out its duties and responsibilities, the Committee shall have:
  - i) full, free and unrestricted access to any information, records, properties and personnel of the Group; and
  - ii) the power to obtain independent professional advice and expertise necessary for the performance of its duties.
- c) All members of the Committee shall have access to the advice and services of the Company Secretary.

## **6. Review of the Terms of Reference**

The terms of reference shall be reviewed on an annual basis to ensure that it reflects current best practice in corporate governance. This term of reference was reviewed on 17 October 2018.