



SEG
International
Bhd

(145998-U)

SEG INTERNATIONAL BHD
(Company No. 145998-U)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

Constitution

The Board of Directors resolved to establish a Committee of the Board to be known as the Nominating Committee on 10 October 2001. The Nominating Committee is governed by its terms of reference that were formally endorsed by the Board and has been reviewed from time to time.

The terms of reference of the Nominating Committee shall be as follows:

Membership

The Board of Directors shall appoint members of the Nominating Committee composed exclusively of Non-Executive Directors, a majority of whom is independent with the responsibility for proposing new nominees for the Board and for assessing Directors on an on-going basis. The Committee shall consist of not less than two (2) members.

Authority

The Committee is authorised to assess the directors on an on-going basis and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.

The actual decision as to who shall be nominated should be the responsibility of the full Board after considering the recommendations of the Committee.

Objectives

The objective of the Committee is to recommend to the Board on all new appointments to the Board. It is responsible for ensuring that the review of the Board candidates is undertaken in a disciplined and objective manner.

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Duties of the Committee

The duties of the Committee include:

- To identify and nominate candidates to fill vacancies on the Board and put in place succession plans where and when appropriate.
- To assess the effectiveness of the Board and its committees and the contribution of individual Directors.
- To review the term of office and performance of an 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 terms of reference.
- To annually review its required mix of skills and experience and other qualities, including core competencies, which Non-Executive Directors should bring to the Board.
- To review the Board structure, size and composition and makes relevant recommendations to the Board.
- To consider, in making its recommendations, candidates proposed by the Chief Executive Officer, any Director or shareholder.

Meetings

Meetings of the Committee shall be held not less than once a year and from time to time as determined by the members of the Committee. Written notice of the meeting together with an agenda shall be given to the members of the Committee. The quorum for a Meeting of the Committee shall be two (2) and any decision shall be by a simple majority.

The Company Secretary shall be the Secretary of the Committee.

Reporting Procedures

The Secretary shall maintain minutes of the proceedings of the meetings of the Committee and circulate such minutes to all members of the Board.