

TERMS OF REFERENCE FOR NOMINATING COMMITTEE

1 Objectives

Its primary function, in line with the Malaysian Code on Corporate Governance 2012, is to assist the Board in the following areas:

- proposing new nominees for the Board of the Company and/or its subsidiaries (the “Group”) - the actual decision as to who shall be nominated shall be the responsibility of the full Board after considering the recommendations of the Committee; and
- assessing the effectiveness of Directors of the Group on an ongoing basis.
- Review the effectiveness of the chief executive and chief financial controller.

2 Membership

The membership of the Committee shall comprise exclusively Non-Executive Directors and number at least three (3) in total.

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

The majority of the members of the Committee shall comprise Independent Non-Executive Directors.

3 Meetings

The Committee shall meet at least once (1) a year. More meetings may be conducted if the need arises. The quorum for a meeting of the Committee shall be two (2) members, present in person. A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

4 Secretary

The Secretary of the Company shall be secretary (the “Secretary”) of the Committee.

5 Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary in the discharge of its responsibilities.

6 Duties

The duties of the Committee shall be to:

- i) recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board and to review the Board’s policies and procedures for the selection of Board members. In making the recommendations, the Committee will also consider candidates proposed by the Managing Director and, within the bounds of practicability, by any Director or shareholder. In making its recommendations, the Committee shall assess and consider the candidates’:
 - a. skills, knowledge, expertise and experience;
 - b. professionalism;

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6 Duties (continued)

- c. time commitment to effectively discharge his/ her role as a director ;
- d. contribution and performance;
- e. character, integrity, and competence;
- f. boardroom diversity including gender diversity; and
- g. in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-executive Directors;
- ii) develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The nomination and the election process should be disclosed in the Annual Report;
- iii) recommend to the Board, Directors to fill the seats on Board Committees;
- iv) facilitate Board induction programme for newly appointed Directors;
- v) assess the training needs of each Director, review the fulfilment of such training, and disclose details in the Annual Report as appropriate;
- vi) review the Board's succession plans;
- vii) review annually the required mix of skills, experience and other qualities of the Board, including core competencies which Non-Executive Directors should bring to the Board. This activity shall be disclosed in the Annual Report of the Company;
- viii) assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his time commitment, character, experience and integrity. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;
- ix) assess annually the effectiveness and performance of the Executive Directors;
- x) assess annually the independence of its independent directors. This activity shall be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of independent directors;
- xi) consider the size of the Board with a view to determine the impact of the number upon the Board's effectiveness and recommend it to the Board;
- xii) review the character, experience, integrity, competence and time to effectively discharge the roles of chief executive and chief financial officer*;
- xiii) recommend to Board the Company's gender diversity policies, targets and discuss measures taken to meet those targets; and
- xiv) recommend to Board protocol for accepting new directorships.

7 Minutes of meetings

The Secretary of the Committee shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board.

ORIENTAL INTEREST BERHAD
(Company No. 272144-M)

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*Definition of:-

Chief executive - means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a director.

Chief financial officer - means the person primarily responsible for the management of the financial affairs of the corporation (such as record keeping, financial planning and financial reporting), by whatever name called