

**CABNET HOLDINGS BERHAD**  
(Incorporated in Malaysia – Co.No.1121987-D)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1. COMPOSITION

- 1.1 The Committee shall be appointed by the Board from amongst their members and shall compose exclusively of non-executive directors, majority of whom shall be independent non-executive directors. The Committee shall comprise of not less than three (3) members.
- 1.2 Where the membership of the Committee falls below three (3) due to retirement or resignation or any other reasons, the vacancy must be filled within three (3) months to make up the minimum of three (3) members.
- 1.3 Alternate Director shall not be eligible for appointment as a member of the Committee.
- 1.4 The terms of office of each member shall be for a period of three years and may continue office thereafter or may be subject to retirement by rotation as determined by the Board.
- 1.5 The effectiveness of the Committee shall be assessed by the Board on an annual basis.

2. DUTIES AND RESPONSIBILITIES

- 2.1 It is the responsibility of the Committee to assess and recommend new nominees to the Board and to assess directors on an ongoing basis. The actual decision as to who should be nominated should be the responsibility of the full Board after considering the recommendations made by the Committee. The Committee should:-
  - (1) recommend to the Board, candidates for all directorships and committee members to be filled and in making its recommendations, the Committee should consider the candidates':
    - skills, knowledge, expertise, competencies and experience;
    - professionalism;
    - potential conflict of interests;
    - integrity; and
    - in the case of candidates for the position of independent non-executives, the Committee should also evaluate the candidates' ability to discharge such responsibilities / functions as expected from independent non-executive directors.

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- (2) consider, in making its recommendations, candidates for directorships proposed by the chief executive officer and, within the bounds of practicability, by any other senior executive or any directors or shareholder, and
      - (3) recommend to the Board, directors to fill the seats on board committees.
  - 2.2 The Committee should help the Board to examine the size and diversity in skills, experience, age, cultural background and gender of the Board, with a view to determining the impact of the number and composition upon its effectiveness.
  - 2.3 The Committee should carry out an annual assessment of the effectiveness of the Board as a whole as well as the committees of the Board. It should also evaluate the contribution of each individual director, including independent non-executive directors, as well as the chief executive officer to the performance of the Company. All assessments and evaluations carried out by the Committee in the discharge of all its functions should be based on objective performance criteria, which is in line with established key performance indicators as approved by the Board and the evaluations must be properly documented.
  - 2.4 The Committee should be entitled to the services of a company secretary who must ensure that all appointments are properly made, that all necessary information is obtained from directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of Bursa Malaysia or other regulatory requirements.
  - 2.5 The Committee should recommend and ensure that the Board received appropriate continuous training in order to maintain an adequate level of competency and to effectively discharge their roles as Directors.
  - 2.6 The Committee should oversee the appointment, management succession planning including extending diversity across the senior management to form a talent pipeline for board candidacy and performance evaluation of the Board and Committees.
3. MEETINGS AND PROCEDURES
- 3.1 Frequency of Meeting  

The Committee shall meet as and when the need arises subject to at least one (1) meeting per year.
  - 3.2 Chairman of the Meeting  

The Chairman of the Committee shall be an independent non-executive director or a senior independent director identified by the Board. In the absence of the Chairman, the members present shall elect one of their members to chair the meeting.

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### 3.3 Notice and Agenda of Meeting

Meeting may be scheduled by the Committee or the Chairman. Meeting agenda shall be the responsibility of the Chairman with input from the Committee members. The Chairman may ask the Management to participate in this process. At least seven (7) days' notice of a meeting of the Committee shall be given to committee members in writing at his last known address or other address included by way of electronic means given by him for the purpose. The committee members may meet on shorter notice and waive notice of any meetings as they deem necessary subject to the consent and agreement of all committee members. Written materials including information requested by the Committee from the Management or external consultants shall be received together with the agenda for the meeting.

### 3.4 Quorum for the Meeting

The quorum for a meeting shall be two (2) members with a majority of them being independent non-executive directors.

### 3.5 Attendance by Invitation

The chief executive officer of the Company shall normally be invited to the meeting in his capacity as the Head of the Management team. The Committee may invite any other directors or employees within the Company to attend any of its meetings. The Committee is also authorised to obtain external professional advice and if required, to invite outsiders with the relevant experience and expertise to attend the meeting to assist the Committee in its deliberations.

### 3.6 Participation in Meetings via Telecommunication Device

- (1) A member shall be deemed to be present at a meeting of the Committee if he participates by instantaneous telecommunication device and all members of the Committee are able to hear each other and recognise each other's voice, and for this purpose, participation constitutes prima facie proof of recognition. For the purposes of recording attendance, the Chairman or Secretary of the Committee shall mark on the attendance sheet that the member was present and participating by instantaneous telecommunication device.
- (2) A member may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the committee meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting to leave the meeting.
- (3) Minutes of the proceedings at a committee meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the meeting.

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3.7 Decision

Questions arising at any meeting shall be decided upon by a majority of vote, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a casting vote (except where two directors were present for the meeting).

3.8 Secretary of the Meeting

The Company Secretary shall be the Secretary of the Committee.

3.9 Resolution in Writing

A resolution in writing signed and approved by a majority of the Committee and who are sufficient to form a quorum shall be as valid and effective as if it had been passed at a Meeting of the Committee duly called and constituted.

3.10 Minutes of Meeting

Minutes shall be signed by the Chairman of the Meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes shall be circulated to all members of the Committee and of the Board.

The books containing the minutes of the proceedings of the Committee shall kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act 2016, relating to keeping the minutes of the Board of Directors and any committee of the Board of Directors.

*This Terms of Reference was approved and adopted by the Board on 12 April 2016.*

*This Terms of Reference was last reviewed and revised on 25 February 2019.*