

BOILERMECH HOLDINGS BERHAD (897694-T)

NOMINATION COMMITTEE

Terms of Reference

(A) Overall Objective

The Nomination Committee (“the Committee”) is delegated by the Board of Directors (“Board”) to identify and recommend to the latter new candidates to the Board, and to orientate new Directors. The Committee is also charged to assess the effectiveness of the Board (and the Board Committees) as a whole and the incumbent Directors, including the Independent Non-Executive Directors (“INEDS”).

(B) Scope

- (1) Identify and recommend candidates to the Board based on their skills, knowledge and experience, professionalism and integrity. In the case of INEDS, the Committee shall evaluate the candidate’s ability to discharge such responsibilities as expected from INEDS.
- (2) Assess on an annual basis, the effectiveness of the Board, as a whole and Board Committees in the light of the needs of the Company and the operating environment.
- (3) Assess on an annual basis, the contribution of each Director.
- (4) Recommend a continuous education program for Board members to enhance their effectiveness.
- (5) Work together with the Remuneration Committee and the Board of Directors to develop an effective development and succession plan for Executive Directors (“EDs”) and key managers of the Group.
- (6) Provide its assessment of EDs to the Remuneration Committee in its deliberation of the incumbents’ remuneration packages.

(C) Membership

- (1) The Nomination Committee shall comprise exclusively Non-Executive Directors, the majority of whom are Independent Non-Executive Directors. The Committee shall be chaired by an Independent Director. Appointment of a member of the Committee is the prerogative of the Board, after having considered his integrity and objectivity.
- (2) Removal of a member of the Committee is also the prerogative of the Board.

(D) Frequency of meeting

- (1) The Committee shall meet at least once a year and as and when necessary.