

ONLY WORLD GROUP HOLDINGS BERHAD (1033338-K)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

Definition:

“Committee”	: The nominating committee of the Company.
“Company”	: Only World Group Holdings Berhad and by whatever name from time to time called.
“CEO”	: The principle executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.
“Listing Requirements”	: Bursa Malaysia Securities Berhad Main Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
“Board” or “Directors”	: The directors for the time being of the Company or such number of them as have authority to act for the Company.
“Designated Stock Exchange”	: Bursa Malaysia Securities Berhad (Company No. 635998-W) for so long as the shares of the Company are listed and quoted on the Bursa Malaysia Securities Berhad and/or such other stock exchange in respect of which the shares of the Company may be listed or quoted.
“Secretary”	: Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

1. Composition and Membership

- 1.1 The Board must appoint the members of the Committee from amongst its Directors comprise exclusively of non-executive directors, a majority of whom are independent.
- 1.2 The size of the Committee shall consist of not less than three (3) members.

2. Chairman of the Committee

- 2.1 The members of the Committee must elect a chairman among themselves who is a senior independent director identified by the Board.
- 2.2 If the Chairman is not present at a meeting within five minutes after the time appointed for holding the meeting, the members of the Committee may elect one of their members to be the Chairman of the meeting.

3. Primary Responsibilities

3.1 The Committee's primary responsibilities include:

- (a) assessing and recommending to the Board the candidature of directors, appointment of directors to board committees;
- (b) reviewing of Board's succession plans and training programmes for the Board;
- (c) undertaking the assessment of the Board, board committees and individual directors on an on-going basis; and
- (d) undertaking annual assessment of the independence of independent directors in the Board beyond the independent director's background, economic and family relationships but considering the can continue to bring independent and objective judgement to Board deliberations.

4. Functions of the Committee

4.1 The Committee, amongst others, shall discharge the following functions:

- (a) identifying, nominating and orientating new directors for the approval of the Board, candidates to fill Board vacancies as and when the arise;
- (b) regularly review the structure, size and composition in respect of the mix of skills, independence and diversity (including gender diversity) of the Board required to meet the needs of the Company and make recommendations to the Board with regard to any changes;
- (c) reviewing on annual basis performance of the audit committee and each of its members and their term of office;
- (d) ensuring that the Board level recruitment matters are discussed in depth, allowing the Board to instead spend time on strategic and operational matters;
- (e) ensuring that the Company recruits ad retains the best available executive and non-executive directors;
- (f) recommending the Board a nomination framework for the evaluation of the Board's and individual's performance for approval of the Board;
- (g) reviewing and recommending Directors who are retiring or retiring by rotation to be put forward for re-election at the general meetings;
- (h) reviewing and recommending the nomination or re-nomination of the Directors having regard to the Director's contribution and performance;
- (i) recommending to the Board, candidates for all directorship to be filled by the shareholders or the Board after taking into consideration the candidates':
 - (i) Skills, knowledge, expertise ad experience;
 - (ii) Professionalism;
 - (iii) Integrity;
 - (iv) Competencies;
 - (v) Commitment;
 - (vi) Contribution,
 - (vii) Performance; and

- (viii) In the case of the candidates for the position of the independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
 - (j) recommending the Board, candidates to fill the seats on board committees;
 - (k) assisting the Board in annual review of the required mix of skills, experience, independence and boardroom diversity and other qualities, including core competencies which independent non-executive directors should bring to the Boards.
 - (l) assisting the Board in annual review of the effectiveness of the Board as a whole, the board committees and contribution of each individual director, including independent non-executive directors and CEO;
 - (m) reviewing and approving any new employment of related persons and the proposed terms of their employment;
 - (n) recommending individuals for nomination as members of the Board by assessing the desirability of renewing existing directorships. Due consideration should be given to the extent to which the interplay of the Director's expertise, skill, knowledge, experience, independence and boardroom diversity was demonstrated with those of other Board members;
 - (o) ensuring that all Board appointees undergo an appropriate board induction and training programmes;
 - (p) assessing and recommending to the Board, the independent directors' potentiality in the event of retaining as an independent director after serving in that capacity for a cumulative term of nine (9) years; and
 - (q) including a statement in the annual report about its activities, the membership of the Committee, number of Committee meetings, attendance of members over the course of the year, nomination and election process of Board members.
- 4.2 In exercising objectivity in the assessment process, the Committee members should not be influenced by major controlling shareholders or the CEO or executive directors.
- 4.3 The Board remains responsible for considering and approving recommendations from the Committee.
- 4.4 The Board should work together with the Committee to evaluate potential successors of Board Chairman and CEO.
- 4.5 Each Committee member should abstain from discussion or voting on any resolutions in respect of the assessment of his/her performance or re-nomination as director.
- 5. Attendance of Other Directors and Employees**
- 5.1 The Board must ensure that other Directors and employees attend any particular Committee meeting only at the Committee's invitation, specific to the relevant meeting.
- 6. Procedure of the Committee Meetings**
- 6.1 Frequency of Meetings
- The Committee shall meet at least once a year and otherwise as required.

6.2 Quorum

- (a) In order to form a quorum in respect of a Committee meeting, the majority of members present must be non-executive directors.
- (b) A duly convened meeting of the committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested by the Committee.

6.3 Notice of meetings

Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

6.4 Minutes of Meetings

- (a) The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- (b) The Secretary should ascertain, at the beginning of each meeting, the existence of any conflict of interest and minute them accordingly.
- (c) Minutes of the Committee meeting shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board.
- (d) The Secretary shall keep record of all conclusions and resolutions passed at all Committee meetings, including the names and signatures of the attendants.
- (e) Full minutes of the Committee meetings shall be kept by the Secretary.

6.5 Circular Resolutions

A resolution in writing signed, confirmed or approved by letter, telegram, telex or facsimile, email or other means of written communications by majority of the Committee members (and for so long as the shares of the Company are listed on the Designated Stock Exchange shall include at least two (2) non-executive directors) shall be valid and effectual as if it has been passed at a meeting of the members duly called and constituted provided that such number of members approving the resolution is sufficient to constitute a quorum and any such signed resolution, confirmation or approval by letter, telegram, telex or facsimile, email or other means of communications may consist of several or disparate forms of communication, each signed, confirmed or approved by any one or more members. All such resolutions shall be described as "Nominating Committee's Circular Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him/her in the Company's minute book. Any such resolution may consist of several documents in like form, each signed by one or more members. A resolution which has been confirmed or approved by letter, telegram, telex, facsimile, email or other means of communications by a member shall be subsequently signed by that member as soon as possible and delivered to the Secretary, but may be acted upon by the Company meanwhile. The expressions "in writing" and "signed" include approval by any such member by telefax or any form of electronic communication approved by the members for such purpose from time to time incorporating, if the members deem necessary, the use of security and/or identification procedures and devices approved by the members.

6.7 Annual General Meeting ("AGM")

The Chairman of the Committee shall attend the AGM and prepared to respond to any shareholder's question on the Committee's activities.

7. Rights of the Committee

- 7.1 The Company must ensure that wherever necessary and reasonable for the performance of its duties, the Committee must , in accordance with a procedure to be determined by the Board and at the cost of the Company:
- (a) have authority to investigate any matter within its terms of reference;
 - (b) have the resources which are required to perform its duties;
 - (c) have full and unrestricted access to any information pertaining to the Company;
 - (d) be able to obtain independent professional or other advice; and
 - (e) be able to convene meetings excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

8. Review of the Committee

- 8.1 The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether the Committee and such members have carried out their duties in accordance with their terms of reference.

9. Authority

- 9.1 The Committee is authorised:
- (a) to seek any information it requires from any employee of the Company in order to perform its duties;
 - (b) to obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
 - (c) to call any employee to be questioned at a meeting of the Committee as and when required.