

BREM HOLDING BERHAD (66756-P)

REVISED TERMS OF REFERENCE FOR NOMINATION COMMITTEE

1. OBJECTIVE

The objective of the Nomination Committee are as follows:-

- a) recommend to the Board, candidates for all directorships by shareholders or the Board. In making its recommendation, the Nomination Committee should consider the candidates':-
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the Nomination Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- b) consider, in making recommendations, candidates for directorships proposed by the Managing Director/Chief Executive Officer and within the bounds of practicability, by any other senior executive or any director or shareholder;
- c) recommend to the Board, director to fill the seats on Board Committees;
- d) assessing directors on an on-going basis as to their contribution to the effective decision making of the Board.

2. COMPOSITION

The members of the Committee shall be appointed by the Board from among their members and shall be composed exclusively of Non-Executive Directors a majority of whom are independent.

The Committee shall elect a Chairman from among its members who shall be an Independent Non-Executive Director.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their terms of reference.

Members of the Nominating Committee may relinquish their membership in the Committee with prior written notice to the Company Secretary and may continue to serve as Director of the Company.

If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below 3, the Board shall, within 3 months from the date of that event, appoint such number of new members as may be required to make up the minimum number of 3 members.

3. AUTHORITY

- a) The Committee is authorised to seek any information it requires from management of the Company in order to perform its duties.
- b) The Committee is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.
- c) The Committee is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference.

Revised Terms of Reference for Nomination Committee

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the Committee shall undertake, amongst others, the following duties and responsibilities:

- a) annually review mix of skills, experience and other qualities of directors, including core competencies which non-executive directors should bring to the Board;
- b) implement a process to be carried out by the Nomination Committee annually for:-
 - assessing the effectiveness of the Board as a whole;
 - the committees of the Board; and
 - the contribution of each individual director, including independent non-executive directors, as well as the Managing Director/Chief Executive Officer. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions should be properly documented.
- c) shall not have the delegated power from the Board to implement its recommendations but should be obliged to report its recommendations back to the full Board for its consideration and implementation;
- d) The Committee shall give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in the future;
- e) The Committee shall ensure that the appointment of Board and senior management are based on objective criteria and ensure diversity in skills, experience, age, cultural background and gender;
- f) The Committee shall ensure that orientation and education programmes are provided for new members of the Board. Where required, the members of the Committee would meet up with potential candidates for the position of director to conduct an assessment of the suitability and also utilize independent sources to identify suitably qualified candidates;
- g) The Committee shall recommend to the Board whether Directors who are retiring by rotation should be put forward for re-election/re-appointment at annual general meeting;
- h) The Committee shall undertake an annual review of the training programmes attended by the Directors for each financial year as well as the training programmes required to aid the Directors in the discharge of their duties as Directors and to keep abreast with industry developments and trends; and
- i) The Committee shall assess and recommend to the Board, the continuation of terms of office of Independent Directors in compliance with the Corporate Governance Code.

5. MEETINGS OF THE COMMITTEE

The Committee shall meet at least once a year. However, additional meetings may be called at any time at the Nomination Committee Chairman's discretion.

In the event the elected Chairman is not able to attend a meeting, a member of the Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meeting of the Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. QUORUM

The quorum of the meeting shall be a majority of members present.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary and/or his or her representative or such other persons authorised by the Board shall act as the Secretary of the Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Committee and ensure that the minutes are properly kept and produced for inspection if required.

9. CIRCULAR RESOLUTION

A resolution in writing, signed by a majority of the Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had 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 of the members of the Committee.

10. REVISION AND UPDATES

This Terms of Reference will be reviewed and updated at least once a year to ensure it remains consistent with the Committee's objectives and responsibilities.

Revised and approved on 27 February 2018,

Wong Miow Song
Chairman of Nomination Committee
Date: 27/2/2018