

B.I.G. INDUSTRIES BERHAD (195285-D)
TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. OBJECTIVES

The objectives of setting up the Nomination Committee in accordance with the Malaysian Code on Corporate Governance and the Listing Requirements of Bursa Securities are mainly for Directors' selection, Directors' assessment, Board evaluation, training and development.

2. AUTHORITY

The Committee has available to it the services of external advisers at the Group's expense, as and when it deems necessary. Also, it is accessible to appropriate resources and information as required to discharge its functions.

3. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Nomination Committee are as follows:

- To annually review the required mix of skills, experience, character and other qualities including core competencies which each Director and Non-Executive Director should bring to the Board for it to function efficiently and effectively;
- To carry out and document annually the process to assess the effectiveness of the Board and committees as a whole, the contribution, term of office, performance, competencies, independence and time commitment of each and individual Director / member;
- To recommend to the Board candidates for all directorships / memberships whilst considering the skills, knowledge, expertise, experience, professionalism, time commitment, caliber, participation, competence, integrity, diversity in gender, ethnicity and age of the candidates. For the consideration of position of Independent Non-Executive Directors and Non-Independent Non-Executive Director, it also evaluates their abilities to discharge responsibilities or functions as expected from them;
- To assess and recommend to the Board whether the Independent Directors who serve 9 or more years as Independent Directors before the forthcoming annual general meeting to be remained as Independent or re-designated as Non-Independent Directors;
- To recommend to the Board, Directors standing for re-election / re-appointment by shareholders at general meetings, succession plan, training programme, boardroom diversity including gender diversity policies;
- To consider in making its recommendations, selection candidates for directorships / memberships proposed by the Chairman and within the boundaries of practicality, by any senior executive or any Director or shareholder;
- To recommend to the Board, Directors / members to sit on Board Committees and Risk Management Committee; and
- To provide / arrange induction and education programmes for the new recruits and/or the Board.