

COUNTRY VIEW BERHAD

Registration No. 198101012190 (78320-K)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Objectives & Purposes

The Board Nomination Committee ("BNC" or "the Committee") is established as a Committee of the Board pursuant to Clause 142 of the Company's Constitution.

The primary objectives of the BNC are to assist the Board in the following manner:

1. To oversee the selection criteria and recruitment process and recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board taking into consideration the candidates' :-
 - Character, experience, competencies, commitment, contribution and performance;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
 - Diversity including gender diversity

including formalising its stand and approach to boardroom diversity.

To ensure that the Company has a Fit and Proper Person Policy for the appointment and re-election of Directors and ensure that the policy address Board quality and integrity and will aid the Company to comply with Paragraph 2.20A of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements ("MMLR").

2. Consider, in making its recommendations, candidates for directorships proposed by the Chairman or Executive Directors and, within the bounds of practicability, by any other senior executive or any director or shareholder.
3. Recommend to the Board, directors to fill the seats on Board Committee as well as recommending the Chairmanship of such Committees.
4. Reviewing on an annual basis, that the Board's size, composition and balance is appropriate and in particular that the required mix of skills, diversity and experience and other qualities, including core competencies which non-executive directors should bring to the Board are present.
5. To oversee the development, maintenance and review of the criteria to be used in the recruitment process and the annual review and assessment of the effectiveness of the Board as a whole, the committees of the Board, and the contributions of each individual director, including an assessment of the independence of the independent non-executive directors and their length of tenure in office in line with the definition of an Independent Director under Paragraph 1.01 of MMLR and the recommendations of Malaysian Code of Corporate Governance ("MCCG").

6.
 - i. To make assessment, consider justifications and make recommendations on the element of independence of an Independent Director should the Board wish to retain as an Independent Director, a person who has served in that capacity for more than nine years.
 - ii. Where applicable to ensure that a statement justifying the appointment of the person as an independent director, and explaining why there is no other eligible candidate, if such person had cumulatively served as an independent director of the Company or any one or more of its related corporations for more than 12 years before and observed the requisite 3-year cooling off period in the announcement in relation to the appointment of a director. (Part A (g), Appendix 9A of MMLR)
 - iii. Where applicable to ensure that a statement justifying the nomination of an individual as an independent director, and explaining why there is no other eligible candidate, if such individual had cumulatively served as an independent director of the Company or any one or more of its related corporations for more than 12 years before and observed the requisite 3-year cooling off period included in the notices of annual general meeting. (Paragraph 1(h), Appendix 8A of MMLR)

7. Review of Board's succession plans and facilitate induction and training programmes.

Composition & Appointment

1. The members of the BNC shall be appointed by the Board of Directors from among the members of the Board.
2. The members of the BNC shall comprise exclusively of Non-Executive Directors, a majority of whom shall be Independent Directors (as defined in the MMLR) and shall consist of a minimum of not less than three members. The appointment and position of a BNC member shall automatically terminate when he ceases to be a member of the Board of Directors.
3. The Chair of the BNC should be the Senior Independent Director identified by the board.

Power & Authority

The BNC has the power and authority to examine all issues as stated in its Terms of Reference and report to the Board with its recommendations.

In carrying out its duties and responsibilities the BNC shall at the cost fully borne by the Company:

1. Have full and unrestricted access to the Company's resources, records, properties and personnel.
2. Be able to engage independent external professional advisers or consultants.
3. Be able to secure the attendance of outsiders with relevant experience and expertise.

Procedure for BNC

1. The BNC may meet together for the dispatch of business, adjourn and subject to Clause 142, 144, 145 and 146 of the Company's Constitution otherwise regulate their meetings as they think fit, provided that the Committee shall meet at least once a calendar year.

2. A member of BNC, may participate in a meeting of the BNC by means of tele-conferencing, any electronic means or any communication facilities which allows all persons participating in the meeting to see and hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest number of BNC members is assembled or, if there is no such number, where the chairman of the meeting then is.
 3. Any member of the BNC may at any time and the Secretary shall on such request summon a meeting of the BNC.
 4. At least seven (7) day's written notice of a meeting of a BNC shall be given to all BNC Members at his last known address or other address given by him. The BNC Members may meet on shorter notice and waive notice of any meetings as they deem necessary subject to the consent and agreement of all BNC Members.
 5. The quorum necessary for the transaction of business shall be two (2) comprised of a majority of Independent Directors.
 6. Questions arising that require decision making at any meeting shall be determined by a majority of votes of the members present and a determination by a majority of members shall for all purposes be deemed a determination of the BNC.
 7. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.
 8. The BNC shall cause minutes to be duly entered into minutes books provided for the purposes:-
 - of the names of all BNC members and other participants of each meeting of the BNC;
 - of all resolutions and proceedings of the BNC Meetings ; and
 - of all orders, recommendations and reports made by the Committee.
- Such minutes shall be signed by the Chairman of the BNC 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 therein stated.
9. The books containing the minutes of the proceedings of the BNC 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.

Secretary

The Company Secretary shall be the Secretary of the BNC.

REVIEW

The BNC will review its Terms of Reference at least once every three (3) years or as and when the need arises to keep it current and relevant at all times with the MCCG and MMLR.

This Terms of Reference was last reviewed and revised on 26 July 2022.