

WHITE HORSE BERHAD

[Registration No. 199701039630 (455130-X)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Revised w.e.f. 20 November 2019)

1. <u>Status</u>	
	The Nomination Committee is a committee of the Board of Directors (" Board ").
2. <u>Objectives</u>	
	The principal objectives of the Nomination Committee is to assist the Board in their responsibilities in nominating new nominees to the Board of Directors. The Nomination Committee shall also assess the performance of the Directors of the Company on an on-going basis.
3. <u>Composition of members</u>	
	The Board of Directors shall elect the Nomination Committee members from amongst themselves, composed exclusively of Non-Executive Directors, a majority of whom are independent. The term of office of the Nomination Committee shall be for a period of three (3) years and may be re-nominated and appointed by the Board of Directors from time to time.
4. <u>Chairman</u>	
4.1	The Chairman of the Nomination Committee shall be a Senior Independent Director who is identified by the Board.
4.2	Should the Chairman be absent for meeting, one of the members from amongst the Nomination Committee shall be elected as the Chairman.
4.3	As a chair of the Nomination Committee, the Senior Independent Director shall: <ul style="list-style-type: none">• Lead the succession planning and appointment of Board members, including the future Chairman and Chief Executive Officer; and• Lead the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed.
5. <u>Secretary</u>	
5.1	The Company Secretary shall be the Secretary of the Nomination Committee and as a reporting procedure, the Minutes shall be circulated to all members of the Board.
5.2	The Company Secretary shall prepare the agenda of the Nomination Committee meetings in consultation with the Chairman of the Nomination Committee. Meeting papers shall be distributed to the Nomination Committee at least three (3) days before the Nomination Committee meeting.
6. <u>Terms of Office</u>	
	The term of office and performance of the Nomination Committee and each of its members shall be reviewed by the Board to determine whether such Nomination Committee and members have carried out their duties in accordance with Terms of

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	Reference of Nomination Committee.
7. Meetings	
7.1	The Nomination Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.
7.2	The Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing.
7.3	In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the meeting.
7.4	Questions arising at any meeting of the Nomination Committee shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Nomination Committee shall have a second or casting vote.
8. Minutes	
8.1	Minutes of each meeting shall be kept at the registered office and distributed to each member of the Nomination Committee and also to the other members of the Board. The Nomination Committee may inspect the minutes of the Nomination Committee meetings at the registered office during official business hours.
8.2	The minutes of the Nomination Committee meetings shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
9. Quorum	
	The quorum for the Nomination Committee meeting shall be two (2) members.
10. Circular Resolutions	
	A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Nomination Committee member.
11. Reporting	
11.1	The Nomination Committee Chairman shall report on the proceedings of each Nomination Committee Meeting to the Board.
11.2	The Nomination Committee shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within its

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	Terms of Reference at least once a year, but more frequently if it so wishes.
11.3	The Nomination Committee shall report to the Board on any specific matters referred to it by the Board for investigation and report.

12. Authority

	<p>The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board and at the expense of the Company:</p> <ul style="list-style-type: none">(a) annually review the required mix of skills and experience and other qualities, including core competencies which Non-Executive and Executive Directors should have.(b) assess on an annual basis, appointment and re-appointment of Independent Directors as provided in Bursa Malaysia Securities Berhad's Main Market Listing Requirements. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. After a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. However, if the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval annually. If the Board continues to retain the Independent Director after year twelfth (12th), the Board should provide justification and seek shareholders' approval annually through a two-tier voting process.(c) Assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.(b) be entitled to the services of a company secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements.(c) be entitled to engage the services of professional, experienced and independent party to carry out formal and objective annual evaluation to determine the effectiveness of the Board, its Committees and each individual Director.
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13. Duties and Responsibilities

13.1	<p>To recommend to the Board, candidates for all directorships to be filled by the Shareholders or the Board. In making its recommendations, the Nomination Committee should consider the candidates' the following:-</p> <ul style="list-style-type: none">(a) skills, knowledge, expertise and experience;(b) professionalism;(c) integrity;
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	<p>(d) competencies, commitment, contribution and performance; and</p> <p>(e) 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.</p>
13.2	To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or Shareholder(s) or any independent sources to identify suitable qualified candidates.
13.3	To recommend to the Board the optimum size of the Board, and formalising a transparent procedure for proposing new nominees to the Board and Board Committees.
13.4	To recommend to the Board the nominees to fill the seats on Board Committees.
13.5	To assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities, including core competencies of Non-Executive Directors.
13.6	To assess the effectiveness of the Board as a whole and each individual Directors/committees of the Board.
13.7	To review annually, the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and members have carried out their duties in accordance with the their Terms of Reference.
13.8	To formulate and review the succession plans for the Company's key management personnel and to table to the Board Meeting at least once a year for the Non-Executive Directors to be appraised on the issues relating to succession planning.
13.9	To recommend the retention of its Independent Non-Executive Directors whose terms have exceeded nine (9) or twelfth (12) years' tenure for continuance in the office.
13.10	To review training programmes for the Board and to facilitate Board induction and training programmes, including induction training for new Board members.
13.11	To act in line with the directions of the Board.
13.12	To consider and examine such other matters as the Nomination Committee considers appropriate.