

WHITE HORSE BERHAD

(Company No. 455130-X)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Adopted w.e.f. 23 February 2017)

1. Objectives

The principal objective of the Nomination Committee is to assist the Board of Directors 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.

2. Membership

The members of the Nomination Committee are:-

<u>Name</u>	<u>Designation</u>
Mr. Law Piang Woon (Chairman)	Senior Independent Non-Executive Director
Mr. Liao Jung Chu	Non Independent Non-Executive Director
Ms. Chew Pei Fang	Independent Non-Executive Director

3. Composition of members

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 3 years and may be re-nominated and appointed by the Board of Directors from time to time.

4. Chairman

The Chairman of the Nomination Committee shall be a senior independent director who is identified by the Board of Directors.

5. Secretary

The Secretary of the Nomination Committee shall be the Company Secretary of the Company.

6. Meetings

The Nomination Committee may meet together for the despatch 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.

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.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

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(Terms of Reference of Nomination Committee - cont'd)

7. Quorum

A quorum shall consist of two (2) members.

8. 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.

9. Reporting

The Nomination Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Nomination Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

10. Authority

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company,

- (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, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director, including independent non-executive directors, as well as the 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) 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.

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(Terms of Reference of Nomination Committee - cont'd)

11. Duties and Responsibilities

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

- To recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee should consider the candidates' the following:-
 - (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity; and
 - (d) 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.
- 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.
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To assess the effectiveness of the Board of Directors as a whole and each individual Directors/committees of the Board.
- 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 terms of reference of the Audit Committee.
- 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.
- To review training programmes for the Board of Directors and to facilitate board induction and training programmes, including induction training for new Board members.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Nomination Committee considers appropriate.