

GENETEC TECHNOLOGY BERHAD
(COMPANY NO. 445537-W)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE (“NC”)
(Effective From 28 February 2018)

INTERPRETATION

- (a) "Board" means the Board of Directors of the Company.
- (b) "Company" means GENETEC TECHNOLOGY BERHAD (Company No. 445537-W).
- (c) "Director(s)" means a director(s) for the time being of the Company.
- (d) "Member(s)" means a member(s) of the NC.
- (e) "NC" means the Committee of Directors established by the Board as the Company's Nomination Committee.
- (f) "Secretary" means the Secretary of the NC.

OBJECTIVES & FUNCTIONS

- 1.1 To recommend to the Board or consider the proposed candidates by the officer, director or shareholder, within the boundary of practicability, candidates for directorship in the Company to be appointed either as an additional Director or to fill a vacancy or to be re-elected upon retirement by rotation at an annual general meeting of the Company.
- 1.2 To consider, in making its recommendations, for candidate(s) who are nominated for appointment or re-election onto the Board and senior management:-
 - skills, knowledge, expertise and experience;
 - age, cultural background and gender;
 - professionalism;
 - integrity; andIn the case of candidates for the position of Independent Non-Executive Directors, the NC shall also evaluate the candidates' ability to discharge such responsibilities or functions as expected from Independent Non-Executive Directors.
- 1.3 To recommend to the Board, Directors to fill the seats on any Board Committee(s) as may from time to time be established by the Board for the Company.
- 1.4 To assist the Board in reviewing on an annual basis, the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board.
- 1.5 To carry out on an annual basis, a formal assessment of the effectiveness of the Board as a whole, the committees of the Board, and assessing the contribution of each Director, including Independent Non-Executive Directors as well as the Chief Executive Officer.
- 1.5A To assist the Board in reviewing 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 their Terms of Reference.

- 1.6 To recommend to the Board the suitable candidates for the role of senior independent director, as applicable.
- 1.7 To assist the Board in evaluating potential successors, taking into account the challenges and opportunities facing the Company, and the skills and expertise, including diversity, needed on the Board in the future; and periodically report to the Board on succession planning for the Executive Chairman/Directors and key management personnel.
- 1.8 To review the induction and training needs of Directors and ensure the training programme attended by the Directors must be one that aids the Director in discharge of his duties.

MEMBERSHIP

- 2.1 The NC shall comprise at least three (3) members, all of whom are Non-Executive Directors with a majority being Independent Directors.
- 2.2 The Chairman of the NC shall be appointed by the Board, or failing which, by the NC Members themselves. The Chairman shall be an Independent Director.

MEETINGS & DECISIONS

- 3.1 The NC will hold its meetings as and when the need arises to fulfill its duties.
- 3.2 A quorum shall consist of two (2) Members.
- 3.3 Notice of not less than three (3) working days shall be given for the calling of any meeting to those entitled and required to be present.
- 3.4 Matters raised and tabled at all meetings shall be decided by a majority of votes of the Members.
- 3.5 In the event of an equality of votes, the Chairman of the NC shall have a second or casting vote.
- 3.6 A resolution in writing, signed by a majority of the Members for the time being who are sufficient to form a quorum shall be as valid and effective as if it had been deliberated and decided upon at a meeting of the NC. Any such resolution may consist of several documents in like form, each signed by one (1) or more Members. The expression “in-writing” and “signed” include approval by legible confirmed transmission by telefax, cable or telegram.
- 3.7 Proceedings of all meetings held and resolutions passed as referred to Clause 3.6 above shall be recorded by the Secretary and kept at the Company's registered office.
- 3.8 Every member of the Board shall have the right at any time to inspect the minutes of all meetings held and resolutions passed by the NC and the nominations or proposals submitted thereat.

COMPLIANCE

- 4.1 The provisions of Articles 130, 131 and 132 of the Company's Constitution except as otherwise expressly provided in these Terms of Reference shall apply to the NC.