



SPRITZER BHD

Registration No. 199301010611 (265348-V)
(Incorporated in Malaysia)

**TERMS OF REFERENCE
OF
NOMINATION
COMMITTEE**

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TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Objectives

The objective of the Nomination Committee is to ensure that the Directors of the Board comprise members which provide a required mix of responsibilities, skills and experience needed to direct and control the Company towards achieving its intended goals and objectives.

The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-Executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member.

2. Composition of members

The Board of Directors shall elect the Nomination Committee members from amongst themselves. The Committee shall comprise at least three directors, composed exclusively non-executive directors, a majority of whom are independent directors.

Other members of the Board, CEO, key management executives or any other person may attend the Nomination Committee meetings on the invitation of the Nomination Committee as it shall deem fit and necessary.

3. Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

4. Secretary

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

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- Terms of Reference of Nomination Committee (Cont.)

5. 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.

The Nomination Committee may pass circular resolutions in writing, signed by all the members, which shall be valid and effectual as if it is passed at a meeting of the Nomination Committee duly convened and held.

6. Quorum

A quorum shall consist of two (2) members, one of whom shall be the Chairman of the Committee.

7. 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) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and the Board Committees and make recommendations to the Board with regards to any changes thereof;
- (b) assess on an annual basis, the performance and effectiveness of the Board as a whole, the Board Committees and assessing the contribution and performance of each individual Director;
- (c) assess on an annual basis, the independence of the Independent Directors of the Board and determine whether the Board member can remain as an Independent Director after serving a cumulative term of 9 years;
- (d) 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 the obligations under the Listing Requirements of Bursa Malaysia Securities Berhad and any other regulatory requirements.
- (e) be authorized to obtain outside legal or other professional advice on matters within its terms of reference.

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- Terms of Reference of Nomination Committee (Cont.)

8. Duties and Responsibilities

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

- 8.1 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 would consider the following attributes of candidates’:-
 - a. skills, knowledge, expertise, qualification, experience, professionalism, integrity, time commitment, age and gender; and
 - b. in the case of the candidates for the position of independent non-executive Directors, the Nomination Committee would also evaluate the candidates’ ability to discharge such responsibilities/functions as required of the independent non-executive Directors;
- 8.2 To consider, in making its recommendations, candidates for directorships proposed by the Chairman and, within the bounds of practicability, by any other senior executive or any Director or Shareholder.
- 8.3 To consider and recommend the election, re-election, appointment and re-appointment of members of the Board and the Board Committees.
- 8.4 To assess the effectiveness of the Board of Directors as a whole and each individual Director/committee of the Board, including the Chairman. All assessments and evaluations carried out by the Nomination Committee in the discharge of all its functions would be properly documented.
- 8.5 To ensure that orientation and education programmes are provided for new members of the Board and to evaluate and determine the training needs of its Directors and review the training and education programmes for the Board.
- 8.6 To perform such other functions and matters as may be delegated by the Board and/or under the Listing Requirements of Bursa Malaysia Securities Bhd from time to time.

9. Review of the Terms of Reference

The Terms of Reference of the Nomination Committee shall be reviewed and amended as necessary to determine its adequacy in line with the current circumstances, the Company’s policies and applicable rules and regulations.