

# **NOMINATION COMMITTEE**

## **TERMS OF REFERENCE**

### **Objective**

In accordance with the Malaysian Code on Corporate Governance, the Nomination Committee is set up to provide recommendations to the Board of Directors ("Board") on the candidates for all directorships of D.B.E. Gurney Resources Berhad ("DBE") to be filled by the shareholders or the Board. Final decision on the appointment of any directors of DBE shall be made by the Board.

The Nomination Committee shall be responsible in ensuring the appropriate Board balance and size, and that the Board has a required mix of responsibilities, skills and experience. An annual review of the mix of skills, experience and other core competencies of the Board shall be made by the Nomination Committee.

### **Size and Composition**

The Nomination Committee shall comprise wholly of Non-Executive Directors, the majority of whom are independent. The members of the Nomination Committee shall elect a Chairman from amongst any of its members.

Presently, the Nomination Committee comprises of three (3) members, two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director as follows:-

### **Chairman**

Mr. Sandeep Singh A/L Gurbachan Singh (*Independent Non-Executive Director*)

### **Members**

Ms. Foo Kwai Kheng (*Independent Non-Executive Director*)

Dato' Doh Tee Leong (*Non-Independent Non-Executive Director*)

### **Meetings**

The Nomination Committee meets at least twice a year with additional meetings convened as and when the need arises. The quorum for any meeting shall be two (2) members subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

### **Secretaries**

The Company Secretaries shall act as Secretaries to the Nomination Committee and shall be responsible for keeping minutes of meetings of the Nomination Committee and circulating them to the Nomination Committee members.

## **RESPONSIBILITIES OF NOMINATION COMMITTEE**

The responsibilities of the Nomination Committee are as follows:

- (i) To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
- (ii) To recommend for appointment to the Board of Directors, candidates for all directorships to be filled by the shareholders or the Board, taking into consideration the candidates':
  - skills, knowledge, expertise and experience;
  - professionalism;
  - integrity; and
  - in the case of candidates for the position of Independent Non-Executive Directors, the Nomination Committee will also evaluate the candidates' ability to discharge such responsibilities/functions as expected from Independent Non-Executive Directors.
- (iii) To encourage and seek suitable women candidates based on the candidates' competency, experiences and knowledge to bring value and expertise to the Board as part of its recruitment exercise.
- (iv) To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director.
- (v) To recommend to the Board, Directors to fill the seats on Board Committees.
- (vi) To review annually the Board's mix of skills and experience and other qualities including core competencies which Non-Executive Directors should bring to the Board.
- (vii) To recommend to the Board for continuation (or not) in service of Executive Director(s) and Directors who are due for retirement by rotation.
- (viii) To orientate and educate new Directors as the nature of the business, current issues within the Company and the corporate strategy, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.

The terms of reference were reviewed and approved by the Board on 15 April 2019.