

LANDMARKS

LANDMARKS BERHAD
(185202-H)

NOMINATION COMMITTEE

TERMS OF REFERENCE

1.0 Objectives

- 1.1 To assist the Board of Directors in nominating new members to the Board of Directors.
- 1.2 To assess the performance of the members of the Board of Directors of the Company.

2.0 Composition of members

- 2.1 There shall be at least three (3) members of the Committee who shall comprise wholly of non-executive directors.
- 2.2 The majority of the members of the Committee shall comprise independent directors.

3.0 Chairman

- 3.1 The Chairman of the Committee shall be appointed by the Board.

4.0 Secretary

- 4.1 The Secretary of the Company shall be the Secretary of the Committee.

5.0 Meetings

- 5.1 The Nomination Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit. Meetings of the Committee shall be held at least once a year or more frequently as the Committee deems necessary.
- 5.2 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.

5.3 In the absence of the Chairman, the members shall elect from amongst themselves the Chairman for the meeting.

6.0 Quorum

6.1 The quorum of the Committee shall be two (2) members.

7.0 Duties

The duties of the Committee shall be:

7.1 To recommend to the Board, candidates for directorships in the Company, including directors to fill the seats in Board Committees;

7.2 To assess and review annually the boardroom diversity in respect of the required mix of skills and experience of the Board, including the core competencies which non-executive directors should bring to the Board;

7.3 To assess annually the effectiveness of the Board, the Board Committees and the contribution of each individual director and the chief executive officer;

7.4 To evaluate and determine the training needs of the Directors to enable them to effectively discharge their duties; and

7.5 To review the succession plan.

8.0 Minutes

8.1 The minutes of meetings of the Committee shall be circulated to all members of the Board.