

BERJAYA AUTO BERHAD

(Company No: 900557-M)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

DEFINITIONS

"BAuto" or "Company"	:	Berjaya Auto Berhad
"Board"	:	Board of Directors of BAuto
"Group"	:	BAuto and its subsidiaries

1. COMPOSITION

The Nomination Committee (“the Committees”) shall have at least three members, all of whom shall be non-executive directors with the majority being independent directors. The Chairman of the Committee shall be an independent director and the members shall be appointed by the Board. The appointment of a Committee member terminates when the member ceases to be a director, or as determined by the Board.

2. AUTHORITY

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other Directors, members of Management, counsels, consultants as applicable, to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities.

3. SCOPE

The scope and functions of the Committee shall include the following:-

- 3.1 To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board;
- 3.2 To review annually and recommend to the Board with regard to the structure, size, balance and composition of the Board and Committees including the required mix of skills and experience, core competencies which Non-Executive Directors should bring to the Board and other qualities to function effectively and efficiently;
- 3.3 To consider, evaluate and propose to the Board any new board appointment, whether of executive or non-executive position. In making a recommendation to the Board on the candidate for directorship, the Committee shall have regard to:
 - Size, composition, mix of skills, experience, competencies and other qualities of the existing Board, level of commitment, resources and time

- that the recommended candidate can contribute to the existing Board and Group; and
- The candidates in the case of non-executive directors should be persons of caliber, credibility and have the necessary skill and experience to bring an independent judgement to bear on issues considered by the Board and that independent non-executive directors should make up at least one-third of the membership of the Board.
- 3.4 To propose to the Board the responsibilities of Non-Executive Directors, including membership and Chairmanship of Board Committees;
- 3.5 To evaluate and recommend the appointment and removal of the Managing Director or Chief Executive Officer and the Executive Directors and their duties;
- 3.6 To establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each Director (including the assessment of independence of the independent directors);
- 3.7 To review and evaluate on an annual basis:
- the effectiveness of each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to directors in respect of their performance;
 - the effectiveness of the Committees of the Board;
 - the effectiveness of the Board as a whole; and
 - the term of office and performance of the Audit Committee and each of its members to determine whether the Audit Committee and its members have carried out their duties in accordance with their terms of reference.
- 3.8 To recommend to the Board:
- whether Directors who are retiring at the annual general meeting of the Company should be put forward for re-election or re-appointment;
 - termination of membership of individual directors in accordance with policy, for cause or other appropriate reasons; and
 - whether any of the Independent Non-Executive Director who has served for a cumulative period of more than nine (9) years should continue to be retained as an Independent Non-Executive Director or otherwise.
- 3.9 To establish appropriate framework and plans for succession at Board level

and boardroom diversity, including gender diversity;

3.10 To provide for adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regard to their contribution to the Board and Group; and

3.11 To consider other matters as referred to the Committee by the Board.

4. FREQUENCY AND ATTENDANCE

4.1 The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman of the Committee.

4.2 The quorum for the meeting of the Committee shall be at least two (2) members, the majority of whom shall be independent Directors. In the absence of the Chairman of the Committee, the members present shall elect one of their numbers to chair the meeting.

4.3 Matters arising at any Meeting shall be decided by a majority vote, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a casting vote. However, at Meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman will not have a casting vote.

4.4 The Secretary of the Committee shall be appointed by the Committee from time to time. The agenda of each Committee meeting shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also ask management to participate in this process.

4.5 The Notice and agenda for each meeting shall unless otherwise agreed to by the members, be circulated at least seven days before each meeting to the Committee members and all those who are required to attend the meeting.

4.6 The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be circulated to all Board members.

4.7 The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Malaysian Code on Corporate Governance.

4.8 The Chairman of the Committee shall be available to answer questions about the Committee's work at the Annual General Meeting of the Company.

5. REVIEW OF THE TERMS OF REFERENCE

The members of the Committee will review the above terms of reference from time to time whenever deem necessary and the latest copy of the terms of reference of the Committee shall be made available on the Company's website.