

JCBNEXT BERHAD
(Company No. 641378-W)

NOMINATION COMMITTEE

<p>TERMS OF REFERENCE</p>

1. MEMBERSHIP

The members of the Committee shall comprise exclusively of Non-Executive Directors and number at least three (3) in total.

The Chairman of the Committee shall be a Senior Independent Non-Executive Director identified by the Board of Directors (“the Board”).

The majority of the members of the Committee shall comprise Independent Directors.

2. MEETINGS

The Committee shall meet at least once (1) a year. More meetings may be conducted if the need arises. The quorum for a meeting of the Committee shall be two (2) members, present in person.

Attendance at a meeting may be in person or by way of participation via video conference or teleconference or such other means as may be agreed by the members.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

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

Minutes of meetings shall be signed by the Chairman and distributed to each member of the Committee and the Board. The minutes shall be kept at the registered office of the Company under the custody of the Secretary of the Company and shall be open for inspection by the Board and external or internal auditor(s). Any request by Management or other persons to inspect the minutes shall be subject to the approval of the Committee.

3. ADVISERS

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the group at the Company's expense, as and when it considers this necessary.

JCBNEXT BERHAD
(Company No. 641378-W)

Terms of Reference of Nomination Committee

4. DUTIES

The duties of the Committee shall be to:-

- (i) recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board and to review the Board's policies and procedures for the selection of Board members. In making the recommendations, the Committee should also consider candidates proposed by the Chief Executive Officer/Managing Director and, within the bounds of practicability, by any other senior executive, Director or shareholder. In making its recommendations, the Committee shall assess and consider:-
 - the candidate's skills, knowledge, expertise and experience;
 - the candidate's professionalism;
 - the candidate's time commitment to effectively discharge his/her role as a Director; including, amongst others, attendance at Board or Committee meetings, major company events, briefings or site visitations, participation in continuing training programmes; after consideration of the candidate's directorships in other listed issuers, public companies and corporations incorporated and listed outside Malaysia and other commitments or positions and the time commitment involved;;
 - the candidate's contribution and performance;
 - the candidate's character, integrity and competence;
 - boardroom diversity, including diversity in terms of gender, age and ethnicity; and
 - in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidate's ability to discharge such responsibilities/functions as are expected from Independent Non-Executive Directors;
- (ii) to develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The nomination and the election process should be disclosed in the Annual Report;
- (iii) recommend to the Board, Directors to fill the seats on Board Committees;
- (iv) facilitate the Board induction programme for newly appointed Directors;

JCBNEXT BERHAD
(Company No. 641378-W)

Terms of Reference of Nomination Committee

- (v) to assess the training needs of each Director;
- (vi) review the Board's succession plans;
- (vii) review at least once a year the required mix of skills, experience and other qualities of the Board, including core competencies which Non-Executive Directors should bring to the Board and the balance between Executive Directors, Non-Executive Directors and Independent Directors. This activity should be disclosed in the Annual Report of the Company;
- (viii) assess annually the effectiveness of the Board as a whole, the Committees of the Board, the contribution and performance of each individual Director as well as the Chief Executive Officer and performance of other key senior management officers, including their time commitment, character, experience and integrity. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;
- (ix) assess annually the independence of its Independent Directors. This activity should be disclosed in the Annual Report of the Company and in any notice of a general meeting for the appointment and re-appointment of Independent Directors;
- (x) review the character, experience, integrity, competence and time to effectively discharge the roles of Chief Executive Officer and Chief Financial Officer;
- (xi) review the term of office and performance of the Audit and Risk Committee and each of its member annually to determine whether the Audit and Risk Committee and member have carried out their duties in accordance with their terms of reference;
- (xii) review and make recommendations to the Board on Succession Planning Policy for management;
- (xiii) recommend to Board protocol for accepting new directorships
- (xiv) consider the size of the Board with a view to determine the impact of the number upon the Board's effectiveness and recommend it to the Board;

JCBNEXT BERHAD
(Company No. 641378-W)

Terms of Reference of Nomination Committee

- (xv) ensure that the Directors to retire in each year shall be those who have been longest in the Company since their last election, but as between persons who became Directors on the same date, those to retire shall be determined by the Nomination Committee;
- (xvi) ensure that the responsibility of the Committee shall also cover the subsidiaries of the Company; and
- (xvii) such other responsibilities as may be delegated by the Board from time to time.

5. *WRITTEN TERMS OF REFERENCE*

Written terms of reference of the Committee shall be maintained, on its authority and duties which shall include the selection and assessment of directors, and the terms of reference shall be made available on the Company's website.