



**Plantations**

**BOUSTEAD PLANTATIONS BERHAD**

(1245-M)

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**NOMINATING COMMITTEE  
TERMS OF REFERENCE**

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(as at 27 February 2018)

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**STATUS**

The Nominating Committee (“NC”) is a committee of the Board of Directors (“the Board”) of Boustead Plantations Berhad (“Boustead Plantations” or “the Company”).

**COMPOSITION**

1. The NC members shall be appointed by the Board from amongst the Directors of the Company and shall comprise of non-executive Directors, majority of whom are independent.
2. The NC shall have at least three (3) members.
3. Members of the NC may relinquish their membership in the NC with prior written notice to the Chairman of the Board, the Company Secretary or the Board of Directors, and he may continue to serve as a Director of the Company.

**QUORUM**

Two (2) members shall form a quorum for meetings.

**CHAIRMAN**

The Chairman shall be an Independent Director.

**SECRETARY**

The Company Secretary or any other person appointed by the NC shall be the Secretary of the NC.

**MEETINGS AND MINUTES**

1. The NC shall meet at least once a year and at such other times as it deems necessary.
2. The Minutes of each meeting shall be tabled to the Board for notation.

**CIRCULAR RESOLUTION**

A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the NC. All such resolutions shall be forwarded to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions “in writing” or “signed” include approval by legible confirmed transmission by facsimile, telegram or other forms of electronic communication.

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**DUTIES AND RESPONSIBILITIES**

1. 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.
2. To provide oversight of the performance and effectiveness of the evaluation / self-evaluation process for the Board and its committees.
3. To review regularly the Board structure, size and composition and make recommendations to the Board with regard to any adjustments that are deemed necessary.
4. 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.
5. To recommend to the Board prospective candidates as required, taking into consideration the following: appropriate balance of knowledge, experience and capability from a diverse background, including gender, age and ethnicity, to complement the Board.
6. To review and approve the appointment of the Company's Senior Management personnel from time to time, as may be determined by the NC.
7. To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with their Terms of Reference.