

LANDMARKS

LANDMARKS BERHAD
(185202-H)

NOMINATING COMMITTEE

TERMS OF REFERENCE

1. Objectives

The objectives of the Nominating Committee are:

- to assist the Board of Directors (“Board”) in considering and nominating new members to the Board and appointments of senior management; and
- to assist the Board in undertaking the assessment of the performance of the Board, the Board Committees as well as individual members of the Board.

2. Composition

There shall be at least three (3) members of the Committee who shall comprise exclusively of non-executive directors.

The majority of the members of the Committee shall comprise independent directors.

3. Chairman

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

4. Secretary

The Company Secretary shall be the Secretary of the Committee.

5. Meetings

The Nominating 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. Participation at meetings of the Committee by any member may be via instantaneous telecommunication device, with or without visual capacity.

The Secretary shall on the requisition of any member of the Nominating Committee summon a meeting of the Committee. Except in the case of an emergency, reasonable notice of every Nominating Committee meeting shall be given in writing.

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

A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the Committee. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

6. Quorum

The quorum for a meeting of the Committee shall be two (2) members.

7. Duties and Responsibilities

The duties and responsibilities of the Committee are:

- to consider and recommend to the Board, suitably qualified candidates for directorships proposed by any Director, management or shareholder;
- to assess and recommend to the Board, Directors to fill the seats on Board Committees;
- to assess and recommend the annual re-appointment or re-election of Directors, including the Independent Director(s), to the Board for shareholders' approval;
- to review annually and recommend to the Board, the structure, size, directorships, balance and composition of the Board and Board Committees, including the required mix of skills and experience, the core competencies, diversity and other qualities which Directors should bring to the Board;
- to evaluate annually the effectiveness of the Board, the term of office and performance of each Board Committee and the contribution of each individual director and the chief executive officer;
- to ensure that all Directors receive orientation and appropriate continuous training programmes to keep abreast with developments in the market place and changes in statutory and regulatory requirements to enable them to effectively discharge their duties;
- to review and recommend the appointment of senior management positions in the Group; and
- to review the succession plan.

8.0 Minutes

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