

JCY INTERNATIONAL BERHAD

(Company No. 713422-X)

[Incorporated in Malaysia]

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Objectives

The principal objective of the Nomination Committee is to assist the Board of Directors in their responsibilities in assessing, nominating and selecting new nominees to the Board of Directors. The Nomination Committee shall also assess the Directors of the Company on an on-going basis.

2. Composition of members

The Board of Directors shall elect the Nomination Committee members from amongst themselves, composed exclusively of non-executive directors, a majority of whom are independent.

3. Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. It is recommended that the Chairman of the Committee shall be the Senior Independent Non-Executive Director.

4. Secretary

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

5. Meetings

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

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.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

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(Terms of Reference of the Nomination Committee - cont'd)

6. Quorum

A quorum shall consist of two (2) members, one of whom shall be the Chairman of the Committee.

7. Circular Resolutions

A resolution in writing signed by a majority of the Nomination Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Nomination Committee members. Any such document may be accepted as sufficiently signed by a Nomination Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written to include a signature of a Nomination Committee member.

8. Authority

The Nomination Committee shall, in accordance with a procedure or process to be determined by the Board of Directors and at the expense of the Company:-

- (a) annually review the required mix of skills and experience and other qualities, including core competencies which non-executive and executive directors should have.
- (b) assess on an annual basis, the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual Director.
- (c) be entitled to the services of the Company Secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both for the company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the Listing Requirements of the Bursa Malaysia Securities Berhad or other regulatory requirements.

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(Terms of Reference of the Nomination Committee - cont'd)

9. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:-

- To recommend to the Board of Directors, candidates for all directorships to be filled by the Shareholders or the Board of Directors. In making its recommendations, the Nomination Committee to consider the candidates’-
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - in the case of candidates for the position of independent non-executive directors, the nominating committee should also evaluate the candidates’ ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- To recommend candidates for appointments to the Board of Directors, board committees, consultative panels, regulatory committees and key management positions.
- To consider, in making its recommendations, candidates for directorships proposed by the Directors and, within the bounds of practicability, by any other senior executive or any Director or Shareholder.
- To recommend to the Board the optimum size of the Board, and formalizing a transparent procedure for proposing new nominees to the Board and Board Committees.
- To recommend to the Board of Directors the nominees to fill the seats on Board Committees.
- To assist the Board in reviewing on an annual basis the required mix of skills and experience and other qualities, including core competencies of Non-Executive Directors.
- To assess the effectiveness of the Board of Directors and Board Committees as a whole and each individual Directors including Executive Directors (if any).
- To develop, maintain and review the performance criteria to be used in the recruitment process and evaluate the performance of each member of the Board of Directors and Board Committees.

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(Terms of Reference of the Nomination Committee - cont'd)

- To develop the criteria to assess independence and to assess on an annual basis, the independence of the Independent Non-Executive Directors and recommend the same to the Board.
- To recommend the retention of its Independent Non-Executive Directors whose terms have exceeded nine (9) years' tenure for continuance in the office.
- To recommend the re-election of Directors who retired by rotation pursuant to the Company's Articles of Association and re-appointment of Directors who retired pursuant to Section 129(6) of the Companies Act, 1965.
- To establish time commitment expectations for the members of the Board.
- To establish a policy formalising its approach to boardroom diversity.
- To review training programmes for the Board and facilitate board induction and training programmes.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Nomination Committee considers appropriate.