

RIVERVIEW RUBBER ESTATES, BERHAD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

COMPOSITION

The Committee shall be appointed by the Board from among the Directors of the Company and shall comprise not less than three (3) members all of whom are non-executive directors with the majority being independent directors. No Alternate Director shall be appointed a member of the Committee.

The members of the committee shall select a Chairman from amongst their number who must be an independent non-executive director.

AUTHORITY AND OBJECTIVES

The Board has delegated to the Committee responsibility for reviewing and proposing appointments to the Board and for recommending any other changes to the composition of the Board or the Board Committees. The Committee ensures that there is clarity in respect of the role description and capabilities required for such appointments. The Committee is also responsible for the annual evaluation of the Board, its commitments and its Directors.

Review of the performance of the Board is undertaken annually by the Nomination Committee. This review pertains to the terms of office and performance of the Board.

An internal performance assessment was undertaken by the Board annually. The Chairman acts as the sponsor of the evaluation process and each Director was required to score a detailed questionnaire for review by the Committee. Feedback and suggestions can be made through the comments section. The results of the assessment are discussed and reviewed by the Committee and presented to the Board together with recommendations, if any. The purpose of the assessment is to evaluate the performance of the Board and its Committees as well as to address the areas for improvement. The Company Secretary acted as facilitator to the Board and issues arising from the process were evaluated and acted upon.

The assessment is designed to evaluate the quality of the Board's structure, working dynamics and succession planning.

Appointments to the Board are made on merit, against objective criteria and with due regard for the benefits of diversity on the Board. This process is led by the Committee which, after evaluating the balance of skills, knowledge and experience of each Director, makes recommendations to the Board. The Board's appointments reinforce the Board's principle that appointments are made on merit, in line with its current and future requirements, and reflect the size of the Group.

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TERMS OF REFERENCE

The duties of the Committee:

To consider, in making its recommendations to the Board, candidates proposed by any director or shareholder or consultant, for all directorships. In making the recommendations, the Committee shall consider the candidates’:

- skills, knowledge, expertise and experience;
- professionalism;
- integrity; and
- in the case of candidates for the position of independent directors, the Committee shall also evaluate the candidates’ ability to discharge such responsibilities or functions as expected from independent non-executive directors.

To recommend to the Board, Directors to fill the seats on Board Committees.

To review annually the Board’s required mix of skills and experience and other qualities, including core competencies which the Board members should bring to the Board and Committees to best serve the business and operations of the Group as a whole.

To assist the Board by formulating and periodically reviewing the criteria and procedure to be carried out by the Committee for assessing the effectiveness of the Board and Board Committees as a whole.

To assess the board balance by reviewing the size, structure and composition of the Board.

To ensure all Directors comply to the Code of Conduct and Ethics, where declaration of personal business interest is being perform on annual basis to avoid conflict of interest.

To assess the independence of the independent directors annually and to recommend to the Board whether an independent director may continue to serve on the Board as an independent director, after his tenure has exceeded a cumulative term of nine years.

To consider directors who are due to retire on rotation at the Annual General Meeting and recommend their re-election

To review and assess the effectiveness of the Board’s succession plan.

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TERMS OF REFERENCE OF NOMINATION COMMITTEE

TERMS OF REFERENCE (CONT'D.)

To review internal and external training needs/training programmes for the Board and facilitate Board induction and training programmes. Ensure training in relation to anti-corruption are developed for Directors for continuous improvement.

To perform such other functions relating to the foregoing as the Board may, from time to time, request.

Undertake a formal and objective annual evaluation to determine the effectiveness of the Board, Board Committees and each individual Director, taking into consideration their probity with law and adherence to governance practices including anti-corruption policies and procedures;

FREQUENCY OF MEETINGS, QUORUM AND MINUTES

The Committee shall meet at least once a year to perform the duties set out in under the Terms of Reference.

Minutes of each meeting shall be distributed to each member of the Committee.

The Company Secretary shall be the secretary of the Committee, The Secretary shall maintain minutes of the proceedings of the meetings of the Committee and circulate such minutes to all members of the Board.

A quorum shall consist of two (2) members, composed of not less than one (1) independent Director.

REVIEW OF TERMS

The Committee will review the Terms of Reference from time to time and make the necessary amendments to ensure that they remain consistent with the Company's objectives, current laws and practices.