

GRAND CENTRAL ENTERPRISES BHD. (131696-V)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATING COMMITTEE

1. Members

The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members of which comprising exclusively Non-Executive Directors, the majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

The Board of Directors must review the term of office and performance of the Committee and each of its members annually to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

2. Chairman

The Chairman shall be elected by the Committee from among their members.

3. Functions

The Committee shall :-

- (i) recommend the nomination of a person or persons for all directorships to be filled by the shareholders or the Board;
- (ii) consider, in making its recommendations, candidates for directorships proposed by the Managing Director/ Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder;
- (iii) recommend to the Board, Directors to fill the seats on Board Committees;
- (iv) assess annually the effectiveness of the Board as a whole, the committees of the Board and the contribution of each existing individual director and thereafter, recommend its findings to the Board; and
- (v) review annually the required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board and thereafter, recommend its finding to the Board.
- (vi) evaluate and determine the training needs of the Directors on a continuous basis to aid the Directors in discharge of their duties as Directors.

4. Structures and Procedures

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The Committees should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meeting held. The quorum shall be 2 members with majority of independent directors.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

The Committee should be entitled to the services of a secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Listing Requirements of Bursa Malaysia Securities Bhd. and/or other regulatory authorities.

5. Access to Advice

In furtherance to their duties as the Committee's members of the Company, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.