



WATTA HOLDING BERHAD

NOMINATION COMMITTEE

TERMS OF REFERENCE

Constitution

The Board has established a Committee of the Board to be known as the Nomination Committee.

Membership

1. The Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent. A quorum shall be two (2) members.
2. The members of the Committee shall elect a Chairman from among their members.
3. The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Committee.
4. If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below three (3), the Board of Directors shall, within three (3) months of that event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.

Functions

The functions of the Committee shall be:-

1. Proposing new nominees for appointment to the Board of Directors and review the nomination of Senior Management when the need arises. The Committee may use independent sources in identifying suitable candidates, as and when the need arises.
2. Assessing annually the effectiveness of the Board as a whole, Board Committees and the contributions/performance of each individual Director, taking into consideration the required mix of skills, expertise, experience, integrity and other requisite qualities including core competencies where Non-Executive Directors should bring to the Board.
3. Reviewing and recommending to the Board, Directors to fill the seats on other Board Committees.
4. Orientating and educating new directors as to the nature of the business, current issues within the Company and the corporate strategies, the expectations of the Company concerning input from the Directors and the general responsibilities of Directors.



5. Reviewing and recommending to the Board the re-election of Directors who retire at annual general meetings.
6. Assessing independence of Independent Directors for recommendation to the shareholders for approval at the Company's general meeting, where appropriate.
7. Review the succession planning for the Board and senior management, where necessary/appropriate.

Reporting Procedures

1. The actual decision as to who shall be appointed to the Board should be the responsibility of the full board after considering the recommendations of the committee.
2. Reporting to the full board from time to time its recommendations for consideration and implementation.