




UWC BERHAD

(Company No. 1274239-A)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

 UWC BERHAD (Company No. 1274239-A)	Department: Board	Policy no: UWC-POL-FIN-027
		Implemented Date : 24th November 2018
Title: NOMINATION COMMITTEE		

1. OBJECTIVE

The principal objective of the Nomination Committee (the “Committee”) is to develop and maintain a formal, rigorous and transparent procedure for making recommendations on appointments and reappointments to the board of the Company (the “Board”).


2. Composition

- a. The members of the Nomination Committee of UWC Berhad (“the Company”) shall be appointed from amongst the Board and shall:
 - (i) comprise no fewer than three (3) members;
 - (ii) consist exclusively of non-executive directors, a majority of whom are independent; and
 - (iii) where Independent Director shall be the Chairman of the Nomination Committee.
- b. No alternate Director of the Board shall be appointed as a member of the Nomination Committee.
- c. In the event of any vacancy resulting in non-compliance with the terms of reference hereof, the vacancy must be filled within three (3) months.
- d. Functions and Duties

New Appointment of Directors

The Nomination Committee’s duties are:


- (a) to develop, maintain and review, for Board’s approval, the criteria to be used in the recruitment and screening process that takes into account the diversity of qualities and skills of prospective directors, such as the candidates’:
 - skills, knowledge, expertise and experience;
 - professionalism;
 - background, character, integrity and competence;
 - contribution and performance;
 - time commitment to effectively discharge his or her duties to the Company including, amongst others, attendance at board or committee meetings, shareholders’ meetings, major company events and participation in continuing training programmes;

 UWC BERHAD (Company No. 1274239-A)	Department: Board	Policy no: UWC-POL-FIN-027
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- Boardroom diversity including gender diversity, age and ethnicity diversity; and
- in the case of candidates for the position as independent non-executive directors, the candidates' ability to discharge such responsibilities or functions as expected from independent non-executive directors.

Candidates may be proposed by the Chairman and/or Managing Director and within the bounds of practicability, by any director or shareholder or any senior management personnel. The Nomination Committee should also utilise independent sources to identify suitably qualified candidates.


- Where there is a vacancy in Board seat or a need to add additional director on Board, to search across a diverse candidate pool, then identify, nominate and make recommendations to the Board, the appointment of new candidates to the Board, based on recruitment criteria set by the Board;
- to recommend to the Board, candidates to fill memberships in the Board Committees; and
- to ensure that new appointees to the Board undergo Mandatory Accreditation Programme as prescribed by Bursa Securities and an induction programme to facilitate their understanding of the operations, products and services.

 UWC BERHAD (Company No. 1274239-A)	Department: Board	Policy no: UWC-POL-FIN-027
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Assessment of Directors

The Nomination Committee's duties are:

- (a) to assist the Board in an annual review of the appropriate size of the Board, the required mix of skills, current diversity level, experience and other qualities, including core competencies which non-executive directors should bring to the Board;
- (b) to annually assess the effectiveness of the Board as a whole, all Board Committees and the contribution of each individual Director, including the term of office and performance of the Board Committees and its member, as well as the position of the senior independent non-executive director;
- (c) to assess the independence of the independent non-executive directors, including reviewing the criteria for assessing their independence;
- (d) to assess the desirable balance in board membership, considering the structure and development of excessive number of directorships;
- (e) to assess the desirable number of independent non-executive directors;
- (f) to review succession plans for the Board and senior management with a view to maintaining an appropriate balance of skills, experience, tenure and diversity on the Board;
- (g) to evaluate existing Directors who are subject to re-election/re-appointment for recommendation to the Board;
- (h) to ensure that all Directors attend appropriate continuous training programmes; and
- (i) to properly document all assessments and evaluations and report to the Board all the results of the assessments and evaluations on an annual basis.

 UWC BERHAD (Company No. 1274239-A)	Department: Board	Policy no: UWC-POL-FIN-027
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Others


- (a) To consider other matters as referred to the Nomination Committee by the Board; and
- (b) To review and assess the adequacy and relevance of its terms of reference annually and recommend any changes it considers necessary to the Board for endorsement.

e. Rights

- (a) The Nomination Committee in carrying out its tasks under these Terms of Reference has the right to seek any information it requires from Management, employees and external parties.
- (b) The Nomination Committee may obtain independent professional or other external advice at the expense of the Company, with prior consent of the Board.

f. Meetings

- (a) The Nomination Committee shall meet at least once in each financial year and report to the Board after each meeting, its recommendations, findings or decisions.
- (b) The quorum for a meeting shall be two (2) members.
- (c) A circular resolution in writing signed by the members of the Nomination Committee who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Nomination Committee and shall include signed copies via legible facsimile transmission or other written electronic means.
- (d) The Company Secretary or any other person approved by the Nomination Committee shall act as the Secretary of the Nomination Committee and shall attend all meetings and minute the proceedings thereof.

 UWC BERHAD (Company No. 1274239-A)	Department: Board	Policy no: UWC-POL-FIN-027
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- (e) Any member of the Nomination Committee may participate in any meeting of the Nomination Committee via telephone conferencing, video conferencing or by means of any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

g. Review of the Terms of Reference

The Terms of Reference of the Nomination Committee should be reviewed annually and updated in accordance with the needs of the Company and any new regulations that may have an impact on the discharge of the Nomination Committee's duties and responsibilities.