

**MHC PLANTATIONS BHD. (4060-V)**  
(Incorporated in Malaysia)

**NOMINATING COMMITTEE**

The Nominating Committee was established on 24 May 2001. The terms of reference of the Nominating Committee shall be as follows:

**1. Objective**

To ensure an effect process for director selection and an appropriate structure for management succession and development.

**2. Composition**

The Committee shall comprise wholly of non-executive directors, a majority of whom are independent. The number of Committee members shall be at least three (3).

**3. Authority**

The Committee shall, in accordance with the procedure determined by the Board and at the cost of the Company:-

- have the resources which are required to perform its duties.
- be able to obtain professional or other advice.

**4. Responsibilities**

- To recommend candidates for appointment to the Board.
- To facilitate board induction and training programmes to newly appointed Directors.
- To oversee appointment, management succession planning and performance evaluation of Key Responsible Persons (other than Directors and Board Committees).
- To carry out annual assessment on the effectiveness of the Board and Board Committees as a whole, the contribution, competencies, commitment and performance by each director.
- To facilitate achievement of board gender diversity policies, targets and measures to achieve it.
- To carry out the annual assessment of the independence of the Independent Directors.

**5. Meetings**

The Committee shall meet at least once a year and as and when deemed necessary for the discharge of its responsibilities. The Committee may invite any person to be in attendance at the meeting to assist in its deliberations. A majority of independent directors shall form a quorum.

**6. Reporting**

The Company Secretary shall be the secretary for the Committee. All decisions shall be reported to the Board.