

JADI IMAGING HOLDINGS BERHAD (526319-P)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

OBJECTIVE

The objective of Nomination Committee (“NC”) is to ensure that the Board of Directors (“Board”) comprise members which provide a required mix of skills and experience through recommendation to the Board.

COMPOSITION

- (1) The Nomination Committee (the Committee) shall be appointed from amongst the Board and shall:
 - (a) Comprised no fewer than two (2) members ; AND
 - (b) Comprised exclusively non-executive directors.

FUNCTIONS

The functions of the Committee shall be:

- (1) Ensuring a formal and transparent procedure for the appointment of new directors to the Board.
- (2) Recommend to the Board, candidates for all directorships and on Board committees.
- (3) Selecting, compensating, monitoring and overseeing succession planning.

DUTIES

The Nomination Committee shall:

- (1) To recommend to the Board, candidates for directorships. In making its recommendations, to consider the candidates’ skills, knowledge, expertise and experience; professionalism; integrity; and in the case of candidate for the position of independent non-executive directors, to evaluate the candidates’ ability to discharge such responsibilities/functions as expected from independent non-executive directors;
- (2) To recommend the directors to sit on the respective Board committees;
- (3) To administer the annual assessment of Directors, including a review of the skill, qualification and competencies of the Board as a whole, the committees of the board and for assessing the contribution of each individual director, including independent non-executive directors, as well as the chief executive officer. All assessments and evaluations carried out to be properly documented;
- (4) To identify suitable orientation, educational and training programmes for continuous development of Directors.

In developing its procedures and making recommendations to the Board, the Nomination Committee will take into account of:

- (a) The provisions in the Company’s Constitutions, the Companies Act, 2016, the Bursa Malaysia Securities Berhad Listing Requirements and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;

- (b) The Board may consider utilizing independent sources such as directors' registry, recruitment agency or industry and professional associates to identify suitable qualified candidates when necessary;
- (c) Diversity of the Board in terms of age, gender, educational background, ethnicity, professional experience, skills and knowledge;
- (d) The overall composition and balance of the Board.

MEETINGS

- (1) The Nomination Committee shall meet as required, and report to the Board of Directors after each meeting.
- (2) The quorum for a meeting shall be two (2) members.