

MATRIX CONCEPTS HOLDINGS BERHAD

(414615-U)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

MEMBERSHIP

1. The Nomination Committee shall be appointed by the Board from amongst their members and shall consist of at least three (3) members, all of whom must be Non-Executive Directors, with a majority of them being Independent Directors.
2. The members of the Nomination Committee shall elect a Chairman from amongst their members whom shall, either be an Independent Director or the Senior Independent Director.
3. In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall, within 3 months fill the vacancy.
4. The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee.

SECRETARY

1. The Company Secretary of the Company shall be the Secretary of the Nomination Committee.

ROLES AND RESPONSIBILITIES

1. To annually assess the required mix of skills, experience, effectiveness and other qualities, including core competencies which non-executive directors should bring to the Board and the Board should disclose how the assessment was carried out and its outcome will be disclosed in the Annual Report.
2. To recommend to the Board, candidates for all directorships by reviewing the composition of Independent Directors in the board by taking into consideration the tenure of Independent Directors which shall not exceed nine (9) years and assessment of the Independent Directors to be done annually including gender diversity policies and targets with encouragement on recruitment of female directors.

3. To consider, in making its recommendations, candidates for directorships within the bounds of practicability, by any other senior executive or any director or shareholder or source from a directors' registry or open advertisements or the use of an independent search firm.
4. To recommend to the Board, directors to fill the seats on Board committee.
5. To assess the effectiveness of the Board as a whole, the committees of the Board, and the contributions of each individual director.
6. To examine the size of the Board with a view to determining the impact of the number upon its effectiveness.

MEETINGS

1. Meetings shall be held at least once (1) a year.
2. The quorum for each meeting shall be two (2) members present and a majority must be Independent Directors. Two (2) members present in person or through tele-conferencing, video conferencing or other electronic media allowing for contemporaneous presence of the members shall form a quorum.
3. The Group Managing Director and Group Deputy Managing Director shall normally be invited to attend the meetings. Other Board members and senior management may also attend the meetings upon the invitation of the Nomination Committee.
4. Where necessary and appropriate, any decision of the Committee can be made by a majority of the members via a Circular Resolution.

GOVERNANCE

1. As documented in the Board Charter, the appointment of a new Director is a matter for consideration and decision by the full Board upon appropriate recommendation by the Nomination Committee.
2. New Directors are expected to have such expertise so as to qualify them to make positive contribution to the Board, performance of its duties and to give sufficient commitment, time and attention to the affairs of the Company.
3. The Company Secretary has the responsibility of ensuring that relevant procedures relating to the appointment of new Directors are properly executed.