

Choo Bee Metal Industries Bhd

NOMINATING COMMITTEE

The Board of Directors resolves to establish a committee of the Board to be known as the Nominating Committee on 24 November 2001. The terms of reference of the Nominating Committee shall be as follows:

1. Objective

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

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, of whom, a majority shall be independent directors.

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

- Recommend to the Board, candidates for all directorships to be filled in the Board and Board Committee.
- Consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer to the Board and Board Committee.
- Evaluate the criterias of candidates appointed to the Board and Board Committees.
- Review the composition of the Board and Board Committee annually.
- Recommend to the Board, directors to fill the seats on Board committees.
- Assist the Board to annually review its required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board.
- Carry out annually, the process implemented by the Boards for assessing the effectiveness of the Board as a whole, the committees of the Board and for assessing the contribution of each individual director.
- Review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and its members have carried out their duties in accordance with the terms of reference.
- Ensure the adequacy of trainings attended by the directors meet the Company's policy of requiring each director to attend at least 1 training annually.
- Ensure orientation of new directors are properly conducted.
- Ensure there is proper succession planning for the Directors, CEO and key Group Management.

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 Remuneration Committee shall appoint an eligible person to be the secretary of the Committee. All decisions shall be reported to the Board.