

# **KADER HOLDINGS COMPANY LIMITED**

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

The Board of Directors (the “Board”) of Kader Holdings Company Limited (the “Company”) hereby constitutes and establishes a nomination committee (the “Committee”) with authority, responsibilities and duties as described below.

### **Membership**

The members of the Committee shall be appointed by the Board from amongst the directors of the Company. The Committee shall consist of not less than three members and a majority of whom should be independent non-executive directors. A quorum shall be two members and one of whom must be independent non-executive directors. The Chairman of the Committee shall be appointed by the Board and should be the Chairman of the Board or an Independent Non-executive Director.

### **Authority**

The Committee is authorized by the Board to undertake any activity within its terms of reference and to obtain outside legal or other independent professional advice if necessary. The Company shall provide the Committee with sufficient resources to perform its duties.

### **Meetings**

The Committee shall meet at least once a year. Additional meetings should be held as the Committee deems fit.

### **Annual General Meeting**

The Committee Chairman, or in his absence, another member of the Committee or failing this, his duly appointed delegate shall attend the Annual General Meeting of the Company and be prepared to respond to any shareholder’s questions on the Nomination Committee’s activities.

### **Reporting and Minutes**

The Committee shall report to the Board on their recommendations and/or decisions.

The Company Secretary of the Company shall be the secretary of the Committee and prepare minutes of the meeting of the Committee and send the same to all members of the Committee for their comments within a reasonable time after the meeting. Upon receipt of the comments (if any) from members of the Committee, the secretary of the Committee shall finalize the minutes and send the same within a reasonable time to every member of the Committee and to all other members of the Board for their records.

## **Duties**

The duties of the Committee shall be:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive; and
- (f) to review the Nomination Policy, the nomination procedures, process and criteria adopted to select and recommend candidates for directorship, and make disclosure of its work performed in the Corporate Governance Report annually.

## **Other Matters**

Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

1. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
2. if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
3. the perspectives, skills and experience that the individual can bring to the Board; and
4. how the individual contributes to diversity of the Board.

Adopted on : 29th March 2012  
Revised on : 28th August 2013  
Revised on : 31st May 2019