



## **MMM Group Berhad**

(Formerly known as Asia Media Group Berhad)

Registration No. 200801011849 (813137-V)

# **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE**

## **1. Composition**

The Nomination Committee shall be appointed by the Board of Directors and shall consist of not less than two (2) members of which comprising exclusively non-executive directors, the majority of whom shall be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.

## **2. Term of Office**

The Board of Directors must review the term of office and performance of the Nomination Committee and each of its members at least once every three (3) years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

## **3. Chairman**

The Chairman of the Nomination Committee shall be the Senior Independent Director identified by the Board.

## **4. Functions**

The Nomination Committee shall:

- i. Recommend the nominated person or persons by shareholders or the Board for all directorships to be filled;
- ii. Consider, in making its recommendations, candidate or directorships proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability any other senior executive or any director or shareholder;
- iii. Ensure that the Board does not solely rely on recommendations from existing directors, the management or major shareholders and the Board may utilise independent sources to identify suitably qualified candidates when identifying candidates for appointment of directors.
- iv. Assess the directors on an ongoing basis;
- v. Oversee the selection of directors and general composition of the Board (size, skill and balance between executive directors and non-executive directors);



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- vi. Assess annually the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
- vii. Review annually the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board; and
- viii. Review annually the term of office and performance of audit committee members to determine whether such audit committee have carried out their duties in accordance with their terms of reference.
- ix. Ensure that the tenure of an independent director does not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an independent director may continue to serve on the Board as a non-independent director. However, if the Board intends to retain an independent director beyond nine (9) years, the Committee shall assess the justification and ensure that the Board seeks annual shareholders' approval.

### **5. Meetings**

#### **i. Frequency of Meetings**

The Nomination Committee should meet at least once a year with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities.

The Nomination Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held.

#### **ii. Quorum**

The quorum shall be two (2) members.

#### **iii. Proceedings of Meetings**

The Nomination Committee should have a formal schedule of matter specifically reserved to it for decision to ensure that the direction and control of the Nomination Committee is firmly in its hands.