

AHMAD ZAKI RESOURCES BERHAD
(Company No. 432768-X)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

PURPOSE

The Nomination Committee is a Committee of the Board. Its primary function is to propose, consider and recommend to the Board, candidates for directorships to be filled in the Board and Board Committees, including assessing the eligibility of Independent Non-Executive Directors who have served more than nine (9) years as well as re-appointment of Directors pursuant to Section 129 of the Companies Act 1965. The Nomination Committee is also tasked to assess performance of the effectiveness of individual members of the Board on an on-going basis.

COMPOSITION

The Nomination Committee shall comprise exclusively of Non-Executive Directors, a majority of whom must be Independent Directors.

The Board shall appoint one (1) of the members of the Nomination Committee as the chairperson.

The term of appointment shall be reviewed at least once in every three (3) years.

RESPONSIBILITIES OF THE COMMITTEE

The Nomination Committee shall have the following responsibilities:

1. To develop succession planning policy and ensure that the policy is kept under review;
2. To assess the effectiveness of the Board and Board Committees as a whole and the contribution of each individual Director according to the assessment process pre-determined by the Board on annual basis ;
3. To review annually the required mix of skills and experience and other qualities, including core competencies, which Non-Executive Directors should bring to the Board;
4. To consider and recommend Directors for appointment as members of the Board and Board Committees and advise the Board on suitability of such candidate;
5. To consider and recommend Independent Non-Executive Directors who have served for a cumulative term of more than nine (9) years to continue in office as Independent Non-Executive Director;
6. To consider and recommend the re-appointment of Director pursuant to Section 129 of the Companies Act, 1965;

7. To conduct the introduction briefing for the new Board members with regards to the overall operations and corporate objectives of the Group; and
8. To review the term of office and performance of the Audit and Risk Committee and each of its members annually to determine whether the Audit and Risk Committee and members have carried out their duties in accordance with their terms of reference.

RIGHTS OF THE COMMITTEE

The Committee shall have the following rights in order to discharge its responsibilities set out above:

1. To conduct necessary search on the background of the potential candidates; and
2. To obtain the necessary information from the Management with regards to the Group's operation.

MEETING

The Committee shall meet at least once a year or at such other times as the Chairman of the Committee deems necessary and each meeting must be attended by at least two (2) members.