

**KIP REIT MANAGEMENT SDN BHD**  
**(Company No. 1169638-M)**  
(Incorporated in Malaysia)

**TERMS OF REFERENCE**

**OF**

**NOMINATION COMMITTEE (“NC”)**  
*(2017)*

## **1.0 MEMBERSHIP**

Nomination Committee (“NC”) shall consist of not less than three (3) members which comprises exclusively of Non-Executive Directors, a majority of whom must be Independent.

## **2.0 CHAIRMAN**

Members of the NC must elect a non-executive Chairman from amongst themselves to carry out the required functions and it is recommended that the Chairman of the NC should be the Senior Independent Director identified by the Board.

## **3.0 SECRETARY**

The Company Secretary shall be the Secretary of the NC. The Secretary shall assist in drawing up the notice and agenda of meetings, maintaining the minutes and ensuring that the proceedings of meetings are properly recorded, minuted and circulated. The minutes of meeting must be kept in the minute book for record purpose.

## **4.0 MEETING AND QUORUM**

The NC shall meet at least once a year. The quorum for the meeting shall be two (2) members, a majority of whom must be independent directors. The Secretary shall on the requisition of the members of the NC summon a meeting of the NC. Reasonable notice of every NC meeting shall be given in writing except in the case of emergency.

The NC may also invite any other directors, officers or employees of the Company and the KIP REIT, to attend any NC meeting as and when necessary.

If the Chairman is not present at a meeting within fifteen (15) minutes after the time appointed for holding the meeting, the members of the NC shall elect one of their numbers to be the Chairman of the meeting.

## **5.0 DUTIES AND FUNCTIONS**

- To assess and recommend to the Board suitable candidates to act as directors of the Company and the KIP REIT.
- To review the structure, size and composition of the Board.
- To carry out annual performance assessment on the Board as a whole including the performance and contribution of each director and the Committees to ensure that the Board has the optimal mix of qualifications, skills, experience and other qualities, including core competencies which they should possess in order to serve the Board effectively and efficiently.
- To recommend to the Board candidates for re-election of directors by shareholders under the annual re-election provisions or retirement.
- To undertake an assessment of its independent directors annually.
- To assess and recommend to the Board, the independent directors’ potentiality in the event of retaining as an independent director after serving in that capacity for a cumulative term of nine (9) years.
- To review the succession plans for Directors and other key executive officers to ensure that an appropriate balance of skills, experience etc. necessary for the Company’s business be maintained.
- To review and recommend suitable training programmes for the Board members including board induction and training for new directors.

**6.0 ANNUAL GENERAL MEETING**

The Chairman of the NC should attend the annual general meeting of the Company and the KIP REIT to answer any shareholder or unitholder questions on the Committee’s activities, in particular on areas pertaining to the proposed resolutions for shareholders or unitholders to consider the appointment or re-appointment of directors.

**7.0 REPORTING RESPONSIBILITIES**

The Chairman of the NC shall report to the Board on its proceedings after each committee meeting. The NC shall make recommendations to the Board as appropriate on any area within its responsibility or as delegated by the Board, where action or improvement is needed.

**8.0 AUTHORITY**

The NC shall have the authority to access to resources and information as deemed appropriate for the discharge of its responsibilities to the Company and the KIP REIT, including obtaining independent professional advice at the expense of the Company and the KIP REIT and periodic review of its terms of reference against its performance.

**9.0 REVIEW OF TERMS OF REFERENCE (“TOR”)**

This TOR shall be reviewed from time to time.

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