

INARI AMERTRON BERHAD (1000809-U)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. To recommend to the Board, candidates for all directorships of the Company and its subsidiaries to be filled by the nominees of the major shareholders or the Board of Directors of the Company for any vacancies on the Boards of the Company and its subsidiaries. In the case of candidates for the position of independent non-executive directors, the Committee should also evaluate the candidates' ability to discharge such responsibilities/functions as expected from independent non-executive directors.
2. To consider, in making its recommendations, candidates for directorships proposed by the Managing Director and within the bounds of practicability, by any other senior executive or any director or shareholder.
3. Assess annually the effectiveness of the Board and the contribution by each individual director to the effectiveness of the Board and various Board committees based on criteria approved by the Board.
4. To recommend to the Board of Directors on the establishment of new committees or the dissolution of any existing committees of the Board which no longer serves its purpose.
5. To recommend to the Board of Directors to fill the seats on any Board Committees.
6. To consider and approve any appointment of new candidates for CEO/CFO of the Company and other senior management posts which require announcements to Bursa Malaysia at a meeting to be convened before recommending to the Board for approval.

AUTHORITY

The Committee is authorized by the Board:-

1. To have full and unrestricted access to information, records, properties and employees of the Company and its subsidiaries; and
2. To obtain independent professional advice and expertise as and when necessary to perform its duties.

MEMBERS

The members of the Committee shall comprise the following Directors:-

1. Y.A.M. Tengku Puteri Seri Kemala Pahang Tengku Hajjah Aishah bte Sultan Haji Ahmad Shah, DK(II), SIMP (Independent Non-Executive Director) (Chairperson)
2. Dato' Sri Thong Kok Khee (Non-Independent Non-Executive Director)
3. Mr Oh Seong Lye (Independent Non-Executive Director)

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MEETINGS

1. Meetings should be held as and when required. Other members of the Board may attend the meetings upon the invitation of the Committee.
2. The quorum for meetings shall be two (2) members.

REPORTING

The Chairman of the Committee shall report on each meeting to the Board.

SECRETARY

The Secretary to the Committee shall be the Company Secretary.