



**TERMS OF REFERENCE
OF THE
NOMINATION COMMITTEE**

1. MEMBERSHIP

The Nomination Committee comprises three(3) members. The members are:

- (a) **Chin Kwai Fatt** – Chairman of Nomination Committee
(Senior Independent Non-Executive Director)
- (b) **Siti Khairon Binti Shariff**
(Independent Non-Executive Director)
- (c) **Dato' Ismail Bin Karim**
(Independent Non-Executive Director)

The Secretary of the Committee is Ms Chay Siew Kim.

2. TERMS OF REFERENCE

- (a) To develop, maintain & review the criteria to be used in the recruitment process and annual assessment of directors including independence of independent directors and boardroom diversity.
- (b) To select and assess the suitability of candidates for appointment as Board Members of DIALOG Group Berhad (“DGB”) forwarded by chief executive officers, senior executive, any director or shareholder.
- (c) To recommend to the Board the appointment of new members to the DGB Board.
- (d) To recommend to the Board the members of any committees proposed to be established by the Board.
- (e) To review the Board’s succession plans and development programmes.
- (f) To annually assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director.
- (g) To annually review the required mix of skills, diversity, experience and other qualities of the Board members and independence of independent directors.
- (h) To consider and recommend any other measures to enhance the effectiveness of the DGB Board.