

1. MEMBERSHIP

The Nomination Committee comprises two (2) members. The members are:

- a. **Chin Kwai Fatt** – Chairman of Nomination Committee
(Senior Independent Non-Executive Director)
- b. **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.

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