

BERJAYA FOOD BERHAD
[Registration No: 200901032946 (876057-U)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

DEFINITIONS

"BFood" or "Company"	:	Berjaya Food Berhad
"Board"	:	Board of Directors of BFood
"Group"	:	BFood and its subsidiaries

1. COMPOSITION

The Nomination Committee ("Committee") shall be appointed by the Board from amongst the Directors and shall have at least three (3) members, all of whom shall be Non-Executive Directors with the majority being Independent Directors. The Chairman of the Committee shall be an Independent Director or a Senior Independent Director. The Chairman of the Board should not be a member of the Committee. The appointment of a Committee member terminates when the member ceases to be a Director, or as determined by the Board. No Alternate Director shall be appointed as a member of the Committee.

2. AUTHORITY

The Committee shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group. The Committee may request other Directors, members of Management, counsels, consultants as applicable, to participate in Committee meetings, as necessary, to carry out the Committee's responsibilities.

3. SCOPE

The scope and functions of the Committee shall include the following:-

- 3.1 To determine the criteria for Board membership, including qualities, experience, skills, education and other factors that will best qualify a nominee to serve on the Board;
- 3.2 To review annually and recommend to the Board with regard to the structure, size, balance and composition of the Board and Board Committees including the required mix of skills and experience, core competencies which Non-Executive Directors should bring to the Board and other qualities to function effectively and efficiently.

- 3.3 To recommend to the Board, the Directors to fill the seats on Board Committees, including membership and chairmanship of the Board Committees;
- 3.4 To consider, evaluate and propose to the Board any new board appointment, whether of executive or non-executive position.

The proposed candidate may be sourced from existing Directors' network and referrals from incumbent Directors and business associates, senior management or major shareholders, independent search firms and other independent sources. In making a recommendation to the Board on the candidate for directorship, the Committee shall consider the relevant selection criteria as follows:

- a)
 - (i) Specific knowledge, skills and relevant working experience (capability);
 - (ii) Training and qualifications (competence);
 - (iii) Time commitment of the candidate;
 - (iv) Independence and conflicts of interest;
 - (v) External directorship of the candidate;
 - (vi) Probity, integrity and reputation;
 - (vii) Other considerations including age, cultural background and gender
- b) The candidates for a Non-Executive Director should be persons of calibre, credibility and have the necessary skill and experience to bring an independent judgement to bear on issues considered by the Board.

The Committee shall also ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 198 of the Companies Act 2016;

- 3.5 To establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each Director (including the assessment of independence of the Independent Directors);
- 3.6 To consider the need to appoint a Senior Independent Non-Executive Director, and if deemed appropriate, recommend to the Board for approval. In considering the candidate for the position of a Senior Independent Non-Executive Director, the Committee shall assess the required knowledge and other qualities necessary for the effective discharge of his/her responsibilities;
- 3.7 To review and evaluate on an annual basis:
 - the effectiveness of each Director's ability to contribute to the effectiveness of the Board and the relevant Board Committees and to provide the necessary feedback to Directors in respect of their performance;
 - the effectiveness of the Committees of the Board;

- 3.7
 - the effectiveness of the Board as a whole;
 - the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference; and
 - the independence of the Independent Non-Executive Directors;
- 3.8 To conduct an annual Board evaluation, where required to be facilitated by a professional, experienced and independent party;
- 3.9 To recommend to the Board:
 - a) the re-election of those Directors who are retiring at an annual general meeting (“AGM”) of the Company and to put forward for their re-election for approval at the said AGM;
 - b) the termination of services of any Board member in accordance with policy or for cause or other appropriate reasons; and
 - c) the continued retention of any Independent Non-Executive Director who has served for a cumulative period of more than nine (9) years as an Independent Non-Executive Director or otherwise. Any retention of an Independent Director beyond nine (9) years shall be subject to annual shareholders’ approval.
- 3.10 To perform fit and proper assessment on Director(s) of the Company seeking for re-election and/or on person(s) seeking nomination as Director of the Company based on the fit and proper criteria as set out in the Company’s Fit and Proper Policy and making recommendation to the Board of the Company on these matters for its review and decision.
- 3.11 To establish an appropriate framework at the Board level for succession planning;
- 3.12 To establish an appropriate framework at the Board level for boardroom diversity and to ensure appropriate focus on gender diversity;
- 3.13 To provide for adequate training and orientation of new Directors with respect to the business, structure and management of the Group as well as the expectations of the Board with regards to their contribution to the Board and Group; and
- 3.14 To ensure that a statement on its activities in the discharge of its nomination duties for the financial year is included in the Company’s annual report.
- 3.15 To consider other matters as referred to the Committee by the Board.

4. CONDUCT OF MEETINGS

The members of the Committee may participate the meeting in person or by means of teleconference, video conference, audio/visual communications or such other communication device or facilities available from time to time. The member shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in quorum accordingly.

5. MEETINGS

- 5.1 The Committee shall meet at least once a year. Additional meetings shall be scheduled as considered necessary by the Committee or Chairman of the Committee.
- 5.2 The quorum for the meeting of the Committee shall be at least two (2) members, the majority of whom shall be independent Directors. In the absence of the Chairman of the Committee, the members present shall elect one (1) of their numbers to chair the meeting.
- 5.3 Matters arising at any meeting shall be decided by a majority vote, each member having one (1) vote. In the event of equality of votes, the Chairman of the Committee shall have a casting vote. However, at meetings where two (2) members are present or when only two (2) members are competent to vote on an issue, the Chairman will not have a casting vote.
- 5.4 The Secretary of the Committee shall be appointed by the Committee from time to time. The agenda of each Committee meeting shall be the responsibility of the Committee Chairman with input from Committee members. The Chairman may also ask management to participate in this process.
- 5.5 The Notice and agenda for each meeting shall unless otherwise agreed to by the members, be circulated at least five (5) business days before each meeting to the Committee members and all those who are required to attend the meeting.
- 5.6 The Committee shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The minutes of the Committee meeting shall be circulated to all Board members.
- 5.7 The Committee, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each Committee meeting. When presenting any recommendation to the Board, the Committee will provide such background and supporting information as may be necessary for the Board to make an informed decision. The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Malaysian Code on Corporate Governance.

- 5.8 The Chairman of the Committee shall be available to answer questions about the Committee's work at the General Meeting of the Company.

6. CIRCULAR RESOLUTIONS

A resolution in writing signed by a majority of the members of the Committee and who are sufficient to form a quorum at a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Such resolutions may consist of several documents in the like form, each signed by one or more members and sent to the Company Secretary by facsimile, electronic mail or other forms of electronic communications.

7. REVIEW OF THE TERMS OF REFERENCE

The members of the Committee will assess, review and update the above terms of reference from time to time whenever deem necessary for approval by the Board. The latest copy of the terms of reference of the Committee shall be made available on the Company's website.