

KEIN HING INTERNATIONAL BERHAD

(Company No. 616056-T)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING COMMITTEE

1. Composition

The Nominating Committee shall be appointed by the Board of Directors from amongst the Directors of the Company and shall comprise exclusively of Non-Executive Directors, majority of whom are independent.

The Nominating Committee shall have at least three (3) members.

2. Quorum

Two members shall form a quorum for the Nominating Committee meetings provided that the two (2) members are independent Directors.

3. Chairman

The members of the Nominating Committee shall elect a Chairman from among their members, who shall be an Independent Director. In the absence of the Chairman of the Nominating Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

4. Secretary

The Secretary of the Nominating Committee shall be the Company Secretary.

5. Meetings and Minutes

- a) The Nominating Committee shall meet at least once a year or at such other times as the Chairman of the Committee deems necessary.
- b) Minutes of meeting shall be recorded and kept.
- c) Questions arising from the meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided that where two (2) members form a quorum, the Chairman of the meeting at which only such quorum is present, or at which only two (2) members competent to vote on the question at issue, shall not have a casting vote.

6. Scope of Responsibilities

- a) To review regularly the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary.
- b) To identify and propose new nominees for appointment to the Board of Directors.
- c) To assess Directors on an on-going basis, the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each of individual Director.
- d) To recommend to the Board, Directors to fill the seats on Board Committees.
- e) To review annually the Board's mix of skills and experience and other qualities including core competencies which non-executive Directors should bring to the Board. This should be disclosed in the Annual Report.
- f) To determine annually whether or not a Director is Executive, Non- Executive or Independent.
- g) To assess the effectiveness of the Board and the contribution of each Director.
- h) To recommend to the Board for continuation (or not) in service of executive Director (s) and Directors who are due for retirement by rotation.
- i) To consider, in making its recommendations, candidates for directorships proposed by the Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any Director or shareholder.
- j) To review the terms of office and performance of the Audit Committee and its members annually. (Re Amendments to Bursa Malaysia MMLRs relating to Disclosure and Corporate Governance Amendments, etc. dated 24/3/2016)

7. Reporting Procedures

- a) The actual decision as to who shall be appointed to the Board shall be the responsibility of the full Board after considering the recommendation of the Nominating Committee.
- b) The Nominating Committee should report to the full Board for its consideration and implementation.