

VERSATILE CREATIVE BERHAD NOMINATION COMMITTEE – Term of Reference

MEMBERS

The Nomination Committee shall comprise exclusively of Non-Executive Directors with a majority being Independent Directors.

CHAIRMAN

It shall be chaired by the Senior Independent Director identified by the Board.

QUORUM

Two (2) members shall form a quorum for meetings.

MEETINGS AND MINUTES

1. The NC shall meet at least once a year and at such other times as it deems necessary.
2. The Minutes of each meeting shall be tabled to the Board for notation.

CIRCULAR RESOLUTION

A resolution in writing signed by all members shall be valid and effectual as if it had been passed at a meeting of the NC. All such resolutions shall be forwarded to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members. The expressions “in writing” or “signed” include approval by legible confirmed transmission by facsimile, telegram or other forms of electronic communication.

DUTIES AND RESPONSIBILITIES

The Nomination Committee's primary responsibilities include: -

- i. To consider, in making its recommendations to the Board, candidates proposed by the Managing Director for appointment as directors including the position of Managing Director to be filled for the Company and the Group;
- ii. To consider, in making its recommendations to the Board, candidates for appointment as directors proposed by the Managing Director and, by any other senior executive or any director or shareholder;
- iii. To recommend to the Board, Directors to fill the seats on Board Committees;
- iv. To annually review the Board's required mix of skills and experience and other qualities, including core competencies which Non-Executive Directors should bring to the Board;
- v. To assess annually the effectiveness of the Board as a whole and the Board Committees;
- vi. To consider and recommend to the Board the Training Programme(s) for Directors; and
- vii. Any other such functions as may be delegated by the Board from time to time.
