



Amway (Malaysia) Holdings Berhad  
(Company No: 340354-U)

**NOMINATING COMMITTEE  
TERMS OF REFERENCE**

## **TERMS OF REFERENCE FOR NOMINATING COMMITTEE**

### **1. Objectives**

The Nominating Committee (“the Committee”) of Amway (Malaysia) Holdings Berhad (“the Company”) was formed by the Board of Directors of the Company. Its primary function, in line with the Malaysian Code on Corporate Governance, is to assist the Board in the following areas:

- identifying, considering and recommending suitable persons for appointment as Directors and members of the Board Committees of the Company and/or its subsidiaries (the “Group”) - the actual decision as to who shall be nominated/appointed shall be the responsibility of the full Board after considering the recommendations of the Committee; and
- assessing the effectiveness of Directors and Board Committees of the Group on an ongoing basis.

### **2. Membership**

The members of the Committee shall be appointed by the Board of Directors and shall consist of not less than three (3) members, comprising exclusively Non-Executive Directors, a majority of whom must be independent.

The Chairman of the Committee shall be an Independent Director or the Senior Independent Director.

### **3. Meetings**

The Committee shall meet at least once a year. More meetings may be conducted if the need arises. The quorum for a meeting of the Committee shall be two (2) members, present in person.

The Nominating Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enable the Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. A resolution in writing signed or approved via letter, telex, facsimile, email by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

### **4. Secretary**

The Secretary of the Company shall be secretary (the “Secretary”) of the Committee.

**5. Advisers**

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary in the discharge of its responsibilities.

**6. Duties**

The duties of the Committee shall be to:

- (i) identify, consider and recommend suitable persons for appointment as Directors, relying on sources from existing Board members, Management, major shareholders and other sources. In making the recommendations, the Committee shall assess and consider:
  - (a) the candidates':
    - skills, knowledge, expertise and experience;
    - professionalism;
    - commitment;
    - contribution and performance;
    - character, integrity and competence;
  - (b) boardroom diversity including gender diversity; and
  - (c) in the case of candidates for the position of Independent Non-Executive Directors, the Committee shall also evaluate the candidates' ability to discharge such responsibilities/functions as are expected from Independent Non-executive Directors;
- (ii) review the Board's policies and procedures for the selection of Board members;
- (iii) to develop, maintain and review the criteria to be used in the annual assessment of Directors;
- (iv) recommend to the Board, Directors to fill the seats on Board Committees;
- (v) facilitate Board induction programme for newly appointed Directors;
- (vi) assess the training needs of each Director;
- (vii) review the Board's succession plans; review annually the required mix of skills, experience and other qualities of the Board, including core competencies which Non-Executive Directors should bring to the Board;
- (viii) assess annually the effectiveness of the Board as a whole, the Committees of the Board and the contribution of each individual Director including his time commitment, character, experience and integrity. All assessments and evaluations carried out by the Committee in the discharge of all its functions shall be properly documented;
- (ix) assess annually the effectiveness and performance of the Executive Directors;
- (x) consider the size of the Board with a view to determine the impact of the number upon the Board's effectiveness and recommend it to the Board;
- (xi) review the character, experience, integrity, competence and time to effectively discharge the roles of chief executive and chief financial officer\*;
- (xii) recommend to the Board, the Company's gender diversity policies, targets and discuss measures taken to meet those targets; and

(xiii) recommend to the Board, the protocol for accepting new directorships.

Activities of the Nominating Committee shall be disclosed in the Annual Reports of the Company.

The Secretary of the Committee shall keep the minutes of meetings and copies thereof shall be circulated to all members of the Board.

\*Definition of:-

- Chief executive : means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a director.
- Chief financial officer : means the person primarily responsible for the management of the financial affairs of the corporation (such as record keeping, financial planning and financial reporting), by whatever name called.