

COCOALAND HOLDINGS BERHAD (Company No. 516019-H)
(Incorporated in Malaysia)

TERMS OF REFERENCE FOR NOMINATION COMMITTEE

The terms of reference are as follows:

Composition

The Nomination Committee shall be appointed from amongst the Board and shall: -

1. Comprise no fewer than two (2) members; and
2. Comprise exclusively non-executive directors, a majority of whom are independent.

Purpose

1. Ensuring a formal and transparent procedure for the appointment of new directors to the Board.
2. Recommend to the Board, candidates for all directorships and on board committees.
3. Selecting, compensating, monitoring and overseeing succession planning.

Duties

1. To recommend to the Board, candidates for directorship.
2. To recommend the Directors to sit on respective Board committees.
3. To administer the annual assessment of Directors, including a review of the skill, qualification and competencies of the Board as a whole.
4. To identify suitable orientation, educational and training programmes for continuous development of Directors.

In developing its procedures and making recommendations to the Board, the Nomination Committee will take into account of:

- a) the provisions in the Company's Articles of Association, the Companies Act, 1965, the Bursa Malaysia Securities Berhad Listing Requirements and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;
- b) the need for the Board to operate an open and transparent appointment process. This may include public advertisement or direct approaches being made to individuals who may be suitable or organizations that may be able to advise.
- c) the overall composition and balance of the Board.

Meetings

1. The Nomination Committee shall meet as required, and report to the Board of Directors after each meeting.
2. The quorum for a meeting shall be two (2) members.