

**PADINI HOLDINGS BERHAD (50202-A)  
NOMINATING COMMITTEE CHARTER**

1. Objective

The Nominating Committee has been set up to assist the Board in establishing the principles for the selection of candidates for all new Board of Directors' and Board Committees' appointments and to provide a formal and transparent procedure for such appointments, selecting candidates for the election and re-election to the Board of Directors and prepares a proposal for the Board of Directors' decision.

2. Composition

The Committee and its Chairman shall be appointed by the Board and shall comprise not less than three (3) members, consisting exclusively of non-executive directors, a majority of whom are independent. The Chairman of the Committee shall be the independent non-executive director.

3. Duties and authority

The Committee is authorized by the Board to obtain independent professional or other advice at the Company's expense and to invite outsiders with relevant experience and expertise to attend meetings if it considers this necessary. In carrying out its duties and responsibilities, the Committee shall have full, free and unrestricted access to the Company's records, properties and personnel to sufficiently discharge its duties.

The Committee shall:

- establish and review criteria for Board membership and evaluate and propose to the Board of Directors and/or the shareholders proposals for elections of candidates for Board membership as well as their election or removal. The Committee may dismiss candidates who do not meet the criteria for Board membership;
- ensure that the candidates to the Board of Directors shall possess the necessary qualifications and experience to discharge their duties. Newly appointed members of the Board of Directors shall receive an appropriate introduction into the business and affairs of the Company and the Group. If appropriate, the Committee shall arrange for further training;
- recommend to the Board, Directors to fill the seats on Board Committees;
- prepare the evaluation of the performance of the Board as a whole, the Committees of the Board, and the contributions, competencies, commitment and performance of each individual Director, annually;
- review the size, structure and composition of the Board with a view to determining the impact of the number upon its effectiveness;
- review succession planning for the Board; and
- review and reassess the adequacy of this Charter and its principles and submit proposed changes to the Board of Director for approval.

4. Meetings

Nominating Committee Meetings shall be held at least once (1) a year. At least two (2) members must be present to constitute a quorum. Additional meetings may be called at any time at the discretion of the Chairman of the Committee. The Company Secretary shall be the Secretary of the Committee and the minutes of each Committee meeting shall be tabled to the Board by the Chairman of the Committee. The Chairman may invite other members of the Board, Management or outside consultants to attend the meeting or make presentations.