

H HEALTHCARE BERHAD
Nomination Committee Terms of Reference

1. Status

1.1 The Nomination Committee (“**NC**”) is a committee of the Board of Directors (“**Board**”) of H Healthcare Berhad (“**Company**”).

2. Membership

2.1 The NC shall be appointed by the Board amongst its members and shall comprise at least three (3) members, all of whom must be Non-Executive Directors and the majority of whom shall be Independent Directors. In determining the independence of the members of the NC, the Board will observe the requirements of Paragraph 1.01 of the Main Market Listing Requirement (“**MMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and the relevant Practice Notes that may be issued by Bursa Securities from time to time.

2.2 The Chairman of the NC shall be the Senior Independent Director or any Independent Director identified by the Board.

2.3 Where the members of the NC for any reason are reduced to less than three (3), the Board shall, within three (3) months from the occurrence of the event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

2.4 All members of the NC shall hold office only for so long as they serve as Non-Executive Directors of the Company.

2.5 Any member of the NC may relinquish his/her membership in the NC at any time with prior written notice to the Company Secretary.

3. Primary Purpose

3.1 The NC is responsible for:

- (a) Proposing the candidates for:
 - (i) the Board of the Company;
 - (ii) the Board of the major operating subsidiaries of the Company as identified by the Company from time to time;
 - (iii) the Board Committees of the Company; and
 - (iv) The Board Committees of the major operating subsidiaries of the Company as identified by the Company from time to time (where applicable);
- (b) Assessing the effectiveness of the Board of the Company as a whole including the Board Committees of the Company (including whether the Board and the Board Committees possess the required mix of skills, size and composition, experience, core competencies and other qualities), and contribution of each individual Director (including Independent Directors) on an annual basis;
- (c) Overseeing the succession planning and talent management for the Board and Senior Management (as identified by NC/Board from time to time) of the Group;

H HEALTHCARE BERHAD
Nomination Committee Terms of Reference

- (d) Proposing continuous training for the individual Directors to ensure their competencies are in check; and
- (e) Proposing to the Board, the appointment and re-election of Executive Directors, Non-Executive Directors (including Independent Directors) and Senior Management of the Group (as prescribed in the Group's Limits of Authority ("**LOA**")).

4. Responsibilities

The responsibilities of the NC shall be to:

Nominating roles

4.1 Recommend to the Board, candidates for directorships at the Group. In making the recommendations, the NC may consider candidates proposed by the Board, Management, major shareholders of the Company and any external independent service provider or consultant engaged by the Company. In making its recommendations, the NC shall consider the following criteria:

- (a) integrity and judgement;
- (b) knowledge;
- (c) diversity;
- (d) commitment;
- (e) independent judgement;
- (f) performance and contribution;
- (g) experience and accomplishments;
- (h) board interaction;
- (i) any other criteria deemed fit; and
- (j) ability to discharge the responsibilities and functions as are expected from them.

However, in identifying suitably qualified candidates, the NC must not solely rely on the recommendations from the existing Board members, Management or major shareholders of the Company. The NC shall also utilise independent sources to identify suitably qualified candidates;

- 4.2 Recommend to the Board the re-election, re-nomination, re-appointment or removal of Directors to/from the Board of the Group after having regard to the Director's contribution and performance, and how this Director will fit in the overall competency of matrix of the Board;
- 4.3 Recommend to the Board, the appointment of the members of each Board Committee of the Company and the Group;
- 4.4 Recommend to the Board the appointment, cessation, suspension, dismissal and / or any staff movement which include re-designation, re-deployment, transfer or secondment of the Senior Management of the Group;

H HEALTHCARE BERHAD
Nomination Committee Terms of Reference

- 4.5 Review the Board composition of the Group taking into consideration the appropriate skills, experience and other qualities of the Board, including core competencies which the Non-Executive Directors (where applicable) should bring to the Board on an annual basis;
- 4.6 Annually assess and evaluate the effectiveness of the Board as a whole, Board Committees, the contribution of each individual Director, Chief Executive and Chief Financial Officer to ensure that each of them has the character, experience, integrity, competence and time to effectively discharge his / her role as a Director, Chief Executive and Chief Financial Officer. The assessment and evaluation must be disclosed in the Annual Report and such disclosure must include the following aspects:
- (a) how the evaluation was conducted, the criteria used such as the assessment of fit and properness, contribution and performance, caliber and personality of directors;
 - (b) whether an independent expert was engaged, or whether it was internally facilitated;
 - (c) key strengths and/or weaknesses that were identified from the evaluation; and
 - (d) steps or enhancements proposed to be undertaken to mitigate or address the weaknesses identified.

In evaluating the effective of the Board as a whole, the NC shall also assess and evaluate the independence of the Independent Directors;

- 4.7 Oversee the development of a succession planning framework and talent management for Board members of the Company and Senior Management of the Group; and
- 4.8 Consider and recommend to the Board for approval, the appropriate size of the Board and Board Committees of the Group to facilitate effective decision making after taking into consideration the scope and nature of the operations of the Group.

Others

- 4.9 Recommend to the Board, appropriate orientation and education programmes for new Directors on the Board of the Company;
- 4.10 Assess and evaluate the training needs of the Company's Directors to ensure the Directors kept abreast of regulatory changes, other developments and broad business trends, to enhance the Board members' competencies;
- 4.11 Review and recommend to the Board, the development and implementation of the relevant policies and procedures in the nomination related matters concerning the Group;
- 4.12 Review and report to the Board the reports/statements within the purview of the NC for inclusion in the Annual Report; and
- 4.13 Perform other oversight functions relating to Board matters as requested by the Board.

H HEALTHCARE BERHAD
Nomination Committee Terms of Reference

5. Authority

The Board has authorised the NC, within the scope of their duties and responsibilities set out under the Terms of Reference herein to:

- 5.1 Perform the activities required to discharge its responsibilities as prescribed in the LOA of H Healthcare Berhad and make recommendations to the Board;
- 5.2 Select, engage and seek approval from the Board (within the LOA) for fees for professional advisers that the NC may require to carry out its duties;
- 5.3 Have full and unrestricted access to information, records, properties and employees of the Group; and
- 5.4 Have access to the advice and services of the Company Secretary.

6. Notice and Meetings

- 6.1 The NC shall meet four (4) times each year and at such other time(s) as it deems necessary to fulfill its responsibilities. If a member is unable to be physically present, they may choose to participate via video or tele-conferencing or any other means of audiovisual communications and the person shall be deemed to be present in person and shall be entitled to vote or be counted in a quorum accordingly.
- 6.2 The Company Secretary, in consultation with the Chairman of the NC, shall draw up the agenda of the meeting. The agenda, together with the relevant supporting papers, shall be circulated at least five (5) working days prior to each meeting.
- 6.3 The quorum for the NC meeting shall be two (2), both of whom must be Independent Directors.
- 6.4 Each member of the NC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NC.
- 6.5 In the event of an equality of votes, the Chairman of the NC shall not be entitled to a second or casting vote. Such matter would be escalated to the Board for decision.
- 6.6 A member of the NC shall excuse himself/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for him/her.
- 6.7 The Chairman of the NC, or the NC members with the approval from the Chairman, may invite any person or persons to attend the NC meetings, but not necessarily for the full duration of the meeting.

7. Communication to the Board and Reports

- 7.1 The minutes of each NC meeting shall be tabled to the Board for notation.
- 7.2 The NC Chairman shall report on each meeting to the Board regarding all relevant matters and appropriate recommendations, in a written report for noting or approval by the Board.

H HEALTHCARE BERHAD
Nomination Committee Terms of Reference

7.3 The NC may from time to time submit to the Board its recommendation on matters within its purview, for the Board's decision.

7.4 The NC will receive and review the relevant reports submitted by Management or external consultants to aid the NC members in discharging their duties.

8. Circular Resolution

8.1 A resolution in writing signed by a majority of all members of the NC shall be valid and effectual as if it had been passed at a meeting of the NC.

8.2 All such resolutions shall be described as "NC Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book.

8.3 Any such resolution may consist of several documents in the like form, each signed by one (1) or more members.

8.4 The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile, email or other forms of electronic communications.

9. Secretariat

9.1 The Company Secretaries of the Company shall be the Secretary of the NC.

9.2 The Company Secretary will ensure that all the appointment of Directors are properly made, that all necessary information is obtained from Directors as well as compliance to the applicable laws and regulations.

9.3 The Company Secretary shall be responsible for preparation of the agenda in consultation with the Chairman, and the distribution to all the members of the papers to be deliberated at the meeting.

10. Committee Ethics and Procedures

10.1 All members will safeguard all internal NC communications concerning any candidates and treat them as strictly private and confidential, and for the use of NC members only, without exception.

10.2 The NC may be required to check references and consult selected third-party sources on a confidential basis before making its final selections. The NC will work diligently amongst the members of the Board in performing its evaluations.