

# **CME GROUP BHD**

Members of the Board who serve on the Committee are as follows:

**Dato' Azmil Bin Mohd. Zabidi**

Chairman, Independent Non-Executive Director

**YAM Tengku Besar Tengku Kamil Ismail Bin Tengku Idris Shah**

Member, Independent Non-Executive Director

**Miss Ong Suan Pin**

Member, Non-Independent Non-Executive Director

## **NOMINATING COMMITTEE - TERMS OF REFERENCE**

The Nominating Committee is empowered by the Board and its terms and reference are:

### **1. Composition of the Nominating Committee**

- a. The members of the Nominating Committee shall be appointed by the Board from amongst their number, consisting of wholly Non-Executives, a majority of whom must be Independent and shall consist of not less than two (2) members.
- b. The members of the Committee shall elect the Chairman from amongst their number who shall be Independent Non-Executive Director.
- c. If the number of members for any reasons fall below two (2), the Committee shall, within three (3) months of that event, review and recommend for the Board's approval to appoint the appropriate Director to fill the vacancy.
- d. The term of office for all members of the Committee is subject to renewal on a yearly basis.
- e. The Company Secretary shall be the Secretary of the Committee.
- f. Directors do not participate in decisions on their own nomination.

## **2. Duties And Responsibilities Of Nominating Committee**

- a. To propose new candidates for the Board and its subsidiaries whether to be filled by Board members, shareholders or executives.
- b. The Committee shall also consider candidates for directorships proposed by the Chief Executive Officer and within the bounds of practicality by any other senior executive or any director or shareholder.
- c. In identifying candidates for the Board, the Committee shall not solely rely on recommendations from existing board members, management or major shareholders. The board utilises independent sources to identify suitably qualified candidates.
- d. If the selection of candidates was based on recommendations made by existing directors, management or major shareholders, the Committee should explain why these source(s) suffice and other sources were not used.
- e. To assist the Board annually in reviewing the required mix of skills of experience and other qualities, including core competencies, which Non-Executive Directors should bring to the Board.
- f. To annually carry out the process to be implemented by the Board for assessing the effectiveness of the Board as a whole, the Committees of the Board and for assessing the contribution of each individual Director.
- g. To review management's proposals for the appointment, dismissal, transfer and promotions of all executives.