

HONG LEONG INDUSTRIES BERHAD

TERMS OF REFERENCE OF NOMINATING COMMITTEE CHARTER

1. To review and propose to the Board all appointments, re-elections and removals of directors; appointments of Board committees and chief executive; and to review the criteria to be used.
2. To review annually the overall composition of the Board in terms of the appropriate size and skills, the balance between executive directors, non-executive and independent directors, and mix of skills and other core competencies required.
3. To assess annually the independence of the independent directors.
4. To propose for the Board's approval objective performance criteria for evaluation of the performance of the Board as a whole, the Board committees and the contribution and performance of each individual director and Board committee member, including the chief executive and chief financial officer.
5. To evaluate the Board's performance annually by carrying out the assessment process implemented by the Board for assessing the effectiveness of the Board as a whole, Board committees and the contribution and performance of each individual director and Board committee member, including the chief executive and chief financial officer.
6. To assess annually the term of office and performance of the Board Audit & Risk Management Committee ("BARMC") and each of its members to determine whether the BARMC and its members have carried out their duties in accordance with the Terms of Reference of the BARMC.
7. To review and propose appropriate training programmes for the Board.
8. To carry out such other functions and duties as may be delegated by the Board from time to time.