

THE GRANDE HOLDINGS LIMITED

NOMINATION COMMITTEE

COMPOSITION

The Nomination Committee of The Grande Holdings Limited (“the Company”) shall be appointed by the Directors from amongst themselves via a Director’s resolution and shall compose of not less than three (3) members, a majority of which shall be Independent Non Executive Directors.

The members of the Nomination Committee shall elect a Chairman from amongst themselves who must be an independent director of the Company. All members of the Nomination Committee, including the Chairman, will hold office only so long as they serve as Directors of the Company.

The Company Secretary of the Company shall be the Secretary of the Nomination Committee.

TERMS OF REFERENCE

Objective

The objective of the Nomination Committee is to ensure that the Directors of the Board provide a required mix of responsibilities, skills and experience to the Company. The Nomination Committee should ensure that the Board include a balanced composition of executive and non-executive directors so that there is a strong independent element on the Board. The Nomination Committee should ensure that changes to the composition of the Board can be managed without undue disruption and will assist the Board in reviewing on an annual basis the appropriate balance and size of Non-executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual director and committee member of the Board.

When a vacancy exists or when it is considered that the Board would benefit from the services of a new Executive Director with particular skills, the Nomination Committee shall recommend to the Board one or more candidates with the appropriate expertise and experience. The Nomination Committee may also consider in making its recommendations, candidates for directorships proposed by any Director or may use the services of a professional recruitment firm.

Authority

The Nomination Committee shall not have the delegated power from the Board to implement its recommendations but shall be obliged to report its recommendations back to the Board for its consideration and implementation.

In carrying out its duties and responsibilities, the Nomination Committee will have full free and unrestricted access to the Company’s records, properties and personnel. The Nomination Committee may use the services of professional recruitment firms to source for the right candidate for directorship or seek independent professional advise whenever necessary.

The Nomination Committee shall be provided with sufficient resources to discharge its duties.

Duties and Responsibilities

The following are the main duties and responsibilities of the Nomination Committee collectively. These are not exhaustive and can be augmented if necessary by Board approval:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) to identify individuals suitably qualified to become Board Members and select or make recommendations to the Board in the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors;
- (d) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors and in particular the Chairman and the Chief Executive Officer;
- (e) to recommend suitable orientation, educational and training programmes to continuously train and equip the existing and new Directors;
- (f) to annually assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director based on the process implemented by the Board.

Meetings

The Nomination Committee shall meet at least once a year. The number of committee meetings held in a year and details of each individual member in respect of the meetings held should be disclosed in the Annual Report together with the terms of reference of the Nomination Committee, its role and the authority delegated to it by the Board.

The Nomination Committee shall be chaired by the Chairman of the Committee. In the absence of the Chairman of the Nomination Committee, the members present shall elect from amongst themselves, a chairman for the Meeting. The quorum for each meeting shall be two (2) members. All recommendations and findings of the Nomination Committee shall be submitted to the Board of Directors for approval. In the absence of a meeting, any issues may be resolved through a circular resolution.

Any Director and /or senior management and/ or any appropriate officer and/or staff may be invited to attend where their presence is requested by the Committee Chairman.

The Company Secretary shall be in attendance at each Nomination Committee meeting and shall record the proceedings of the Meeting.