

NETX HOLDINGS BERHAD
Company Registration No. 200001030834 (533441-W)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATING AND REMUNERATION COMMITTEE

1. Members

The Committee shall be appointed by the Board of Directors which shall comprise exclusively of non-executive directors, the majority of whom shall be independent directors.

The Board of Directors must review annually the term of office and performance of the Committee and each of its members to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

2. Chairman

The Chairman shall be elected by the Committee from among their members.

3. Structures and Procedures

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members who shall be the independent directors.

Subject to the notice and quorum requirements as provided in the Terms of Reference, a meeting of the Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

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4. Access to Advice

The Committee shall have access to independent professional advice on nomination matters both within the Group and from external professionals at the Company's expense.

5. Functions

NOMINATING

The Committee shall:-

- i. assess the suitability of candidates in terms of the competencies, commitment, contribution and performance;
- ii. recommend to the Board of Directors the nomination of a person or persons to be a Board member(s) by shareholder(s) or Director(s);
- iii. recommend to the board, directors to fill the seats on board committees;
- iv. assess the effectiveness of the board as a whole, the committees of the board and the contribution of each existing individual director and thereafter, recommend its findings to the board;
- v. review the required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board; and
- vi. review the board succession plans and training programmes;
- vii. facilitate board induction and training programmes; and
- viii. review on annual basis the term of office and performance of the audit committee and each of its members;

REMUNERATION

The Committee shall recommend to the board, the remuneration packages of executive directors of the Company in all its forms, drawing from outside advice as necessary.

The remuneration packages of non-executive directors should be determined by the Board of Directors as a whole subject to the shareholders' approval.

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CIRCULAR RESOLUTION

A resolution in writing, signed by majority of the Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee.