

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Objective

The Nomination Committee is responsible to assist the Board of Directors in selection and assessment of candidates of incoming Directors and carrying out assessments on existing Board members to ensure that the Board composition and size meets the needs of the SNC Group, and complies with relevant laws, regulations and best practices. The Nomination Committee is governed by this Terms of Reference which set out its authorities and duties.

2. Composition

The Nomination Committee members shall be elected from the Board of Directors, composed of at least three (3) members. The members shall comprise exclusively of Non-Executive Directors, majority of whom shall be Independent.

The Chairman shall be elected from among the Nomination Committee members, who must be an Independent Non-Executive Director.

3. Meetings and Circular Resolution

The Nomination Committee shall meet at least once in a financial year. The meetings may be conducted in any form, including by means of conference, telephone, conference videophone or any similar communication equipment. The quorum for meetings shall not be less than two (2) members, one of whom shall be the Chairman of the committee.

A resolution in writing, signed by a majority of the Nomination Committee members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting.

4. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:

- To recommend candidates for all directorships to be filled by shareholders or the Board;
- To recommend candidates to fill the seats on Board Committees;
- To assess the contribution of each individual Director;
- To review annually the Board structure, size, composition and the balance between Executive Directors, Non-Executive Directors and Independent Directors to ensure that the Board has the appropriate mix of skills and experience including core competencies which Directors should bring to the Board and other qualities to function effectively and efficiently;
- To take the necessary steps to ensure that female candidates are sought as part of the Company's recruitment exercise to facilitate an on-going implementation of its gender diversity policy;
- To review annually the independence of Independent Directors;
- To ensure existence of an appropriate framework and succession plan for the Executive Director and senior management of the Company;
- To identify suitable orientation, educational and training programmes for continuous development of Directors;
- To establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and assessing the contribution of each Director; and
- To consider other matters as referred to the Committee by the Board.