

AMPLEFIELD LTD

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

The Nomination Committee is a committee of the Board of Directors of the Company (the “Board”). The Nomination Committee is responsible to identify, nominate and orientate new directors, both executive and non-executive. The main reason for delegating such responsibility is to ensure recruitment matters relating to directors are addressed in detail, allowing the Board to spend time on strategic matters. It is, however, the Board’s responsibility to appoint a candidate to be a director.

Composition

All members of the Nomination Committee shall be appointed by the Board from amongst the members of the Board and shall comprise wholly Non-Executive Directors with a majority as independent. All members of the Nomination Committee can be removed by the Board at its sole discretion. The Board shall from time to time vary the composition of the Nomination Committee as may be required by the SGX Listing Requirements as amended from time to time. The Company Secretary of the Company or his/her designate shall be the Secretary of the Nomination Committee.

Attendance at meetings

The Chairman of the Board, the Executive Directors, professional advisers or other persons may be invited by the Nomination Committee to attend the meetings of the Nomination Committee. Other Board members shall also have the right of attendance. However, only members of the Nomination Committee are entitled to vote at the meetings of the Nomination Committee.

Frequency of meetings

The Nomination Committee shall meet at least once a year. Additional meetings should be held as the work of the Nomination Committee demands.

Notice of meetings

The meetings of the Nomination Committee shall be convened by the Secretary of the Nomination Committee with a notice of no less than fourteen (14) days prior to any such meeting being held, unless all members of the Nomination Committee unanimously waive such notice. Notice of any adjourned meeting is not required if adjournment is for less than seven (7) days.

Proceedings of meetings

The quorum necessary for the transactions of business of the Nomination Committee shall be two, of whom at least one has to be independent Director. Resolution(s) shall be passed by simple majority of votes at the meetings of the Nomination Committee. In the case of equality of votes, the Chairman of the Nomination Committee shall have a casting vote.

Minutes/Written resolutions

Minutes of each meeting of the Nomination Committee should record in sufficient details by the Secretary of the Nomination Committee, a copy of draft and final version of minutes of such meeting should be sent to its members within a reasonable period of time for their comments and records respectively. Resolution(s) in writing signed by a simple majority of the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Minutes or resolution(s) in writing shall be kept by the Secretary of the Nomination Committee and shall be opened for the Board's inspection.

Duties and functions

The duties and functions of the Nomination Committee shall be:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of Independent Non-Executive Directors;
- (d) make recommendations to the Board on the appointment or re-appointment of directors and review of board succession plans for directors, in particular the Chairman and the Executive Directors;
- (e) board appointments and re-nominating retiring Directors for re-election in accordance with the Company's Constitution at annual general meetings after having considered important issues, as part of the process for the selection, appointment and re-appointment of Directors, as to composition and progressive renewal of the Board and each directors' competencies, commitment, contribution and performance including, if applicable, as an independent director;
- (f) the review of training and professional development programs for the Board;
- (g) ensuring all Directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years;
- (h) Assist the Board to review the required mix of skills, experiences and other qualities which Non-Executive Directors should bring to the Board on annual basis;
- (i) to review and approve any new employment of related persons and proposed terms of their employment;;
- (j) the development of a process for evaluation of the performance of the Board, its Board Committees and Directors; and
- (k) to decide whether or not a Director of the Company is able to and has been adequately carrying out his duties as a Director.

Reporting responsibilities

The Nomination Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities by way of minutes or any other appropriate ways.

Publication of the terms of reference

The terms of reference will be published on the website of the Company.

Reviewed by the Board on 20 December 2018.