

TANCO HOLDINGS BERHAD

(Company No. : 3326-K)

NOMINATION COMMITTEE

1. MEMBERSHIP

- a) The Committee shall be appointed by the Board of Directors from amongst the Directors of the Company and shall consist of not less than three (3) members.
- b) The Committee shall consist exclusively of non-executive Directors, a majority of whom are independent and non-executive Directors.
- c) The members of the Committee may elect a Chairman from amongst their number.
- d) If a member of the Committee resigns or for any reason ceases to be a member with the result that the number of members is reduced below three (3), the Board shall, within three (3) months, appoint such number of new members as may be required to make up the minimum of three (3) members.

2. TERMS OF REFERENCE

The terms of reference approved for the Committee are:

- a) To nominate and recommend to the Board, candidates to be appointed as Director of the Company;
- b) To consider in making its recommendations, candidates for directorships proposed by the Group Managing Director and within the bounds of practicability, by any other senior executive or any director or shareholder;
- c) To recommend to the Board, directors to fill the seats on Board committees;
- d) To assist the Board in its annual review of its required mix of skills and experience and other qualities, including core competencies which non-executive directors should bring to the Board;
- e) To assist the Board in implementing an assessment programme to assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual director on an annual basis;
- f) To recommend to the Board for the continuation (or not) in service of an Executive Director as an Executive or Non-Executive;
- g) To recommend to the Board for the continuation (or not) in service of any director who has reached the age of 70;

- h) To recommend Directors who are retiring by rotation to be put forward for re-election.
- i) To determine the independence of each Director annually and also the independent director can bring independence and objective judgement to board deliberations.
- j) To review the term of office and performance of the Audit Committee and each of its members annually to determine whether the Audit Committee and members have carried out their duties in accordance with their terms of reference.

3. MEETINGS

- a) The Committee shall meet at least once a year. However, additional meetings may be called at any time at the discretion of the Nomination Committee Chairman.
- b) The quorum for the meeting shall be two (2) members;

4. REPORTING

The Chairman of the Committee shall report on each meeting to the Board.

5. SECRETARY

The Company Secretary shall act as Secretary of the Committee.