

TASHIN HOLDINGS BERHAD

(Company No. 1242878-H)

(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Updated on 9 August 2018)

1. Objectives

The principal objective of the Nomination Committee is to assist the Board of Directors ("**the Board**") in their responsibilities in nominating new nominees to the Board and Board Committees.

2. Composition of members

The Board shall elect the Nomination Committee members from amongst themselves, composed exclusively of Non-Executive Directors, a majority of whom are independent.

3. Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members, of whom is an Independent or Senior Independent Director.

4. Secretary

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

5. Meetings

The Nomination Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Secretary shall on the requisition of the members of the Nomination Committee summon a meeting of the Nomination Committee except in the case of an emergency, reasonable notice of every Nomination Committee meeting shall be given in writing.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the meeting.

Each member of the Nomination Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the Nomination Committee. In the event of an equality of votes, the Chairman of the Nomination Committee shall be entitled to a second or casting vote.

6. Quorum

A quorum shall consist of two (2) members.

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(Terms of Reference of Nomination Committee - cont'd)

7. Circular Resolution

A resolution in writing signed or approved by letter, telex or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Nomination Committee Members' Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one (1) or more members.

8. Authority

The Nomination Committee shall have the authority to make decisions on matters which fall within the purpose and responsibilities of Nomination Committee.

9. Duties and Responsibilities

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

- (a) To assist the Board in the effective discharge of its responsibility to ensure that the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties.
- (b) To ensure appropriate selection criteria and processes and to identify and recommend to the Board, candidates for directorships of the Company and members of the relevant Board committees and key senior management personnel.
- (c) To evaluate the effectiveness of the Board and the relevant Board Committees.
- (d) To assist the Board to assess and evaluate circumstances where a Director involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving the declaration of the same from the Director and thereafter, to recommend to the Board on the necessary actions to be taken in the circumstances where there is a conflict of interest.
- (e) To ensure an appropriate framework and succession planning for the Board and key senior management personnel.
- (f) To review the performance of individual member of the Board and Audit Committee.
- (g) To make recommendations to the Board on candidates for re-election to the Board.

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- (h) To conduct a review to determine whether a Director can continue to be independent if the tenure of the Independent Director exceeds the cumulative term of nine (9) years.
- (i) To recommend to the Board action plan for improvement on areas identified in the Board and Board Committees effectiveness evaluations, where applicable.
- (j) To review the required mix of skills, experience and other qualities of the Board annually.
- (k) To review the Directors' continuing education programmes.
- (l) To recommend the engagement of external professional advisors to assist and/or advise the Nomination Committee on selection and succession policy matters, where necessary.
- (m) To perform any other functions as defined by the Board.