

MARCO HOLDINGS BERHAD
(Company No. : 8985-P) (Incorporated In Malaysia)

NOMINATION COMMITTEE

TERMS OF REFERENCE

Purpose

The primary objective of the Nomination Committee is to assist the Board in appointing new directors and assessing directors on an ongoing basis.

Composition

The Nomination Committee shall be appointed by the Board from amongst their number and shall comprise exclusively non-executive directors, a majority of whom must be independent.

Reporting Responsibilities

The Nomination Committee will report to the Board the nature and extent of the functions performed by it and may make such recommendations to the Board as it may think fit.

Frequency of Meetings

The Committee will meet as frequently as the members shall decide, with due notice of issues to be discussed and should record its conclusions whilst discharging its duties and responsibilities.

Quorum

The quorum for a meeting shall be at least two (2) members present.

Duties

The duties of the Nomination Committee shall include the following:-

1. To recommend candidates to be filled as members of the Board. In making its recommendations, the Nomination Committee shall take into consideration candidates proposed by the Chairman of the Board and, within the bounds of practicability, by any other Director of the Company or shareholder. The Nomination Committee shall evaluate the candidates on the aspects of their:-
 - skills, knowledge, expertise and experience;
 - professionalism;
 - integrity; and
 - for position of independent director, the candidate's ability to discharge such responsibilities/ functions independently as expected from an Independent Director.
2. To develop, maintain and review the criteria used in the recruitment process and annual assessment of directors;
3. To develop the criteria for the Board to assess independence of the Independent Directors;

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4. To review annually the Board's required mix of skills and experience and other qualities including core competencies which non-executive directors should bring to the Board.
5. To recommend Board members to fill the seats on various committees.
6. To review annually the structure, size and composition of the Board and make recommendations to the Board with regard to any changes deemed necessary;
7. To assess annually the effectiveness of the Board as a whole, the Board Committees, the contribution of each individual director, as well as assessment of the independence of the independent director(s) who has served the Company for more than nine years and who wish to be retained as independent director(s) of the Company notwithstanding;
8. To review annually the term of office and performance of the audit committee and each of its members to determine whether such audit committee and members have carried out their duties in accordance with their terms of reference; and
9. To review the tenure of each director and annual re-election of a director should be contingent on satisfactory evaluation of the director's performance and contribution to the Board.