

CHEETAH HOLDINGS BERHAD (430404-H)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Members

The Committee shall be appointed by the Board of Directors (“Board”) and shall consist of not less than 2 members of which comprising exclusively non-executive directors, a majority of whom must be independent directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

The Board must review the term of office and performance of the Committee and each of its members at least once every 3 years to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

The Company Secretary or his nominee or such other persons authorised by the Board shall act as the Secretary of the Committee.

2. Chairman

The Chairman shall be elected by the Committee from among their members and shall be an Independent Director or Senior Independent Director.

The Chairman of the Committee shall:-

- i. lead the succession planning and appointment of Board members, including the future Chairman of the Board and Managing Director; and
- ii. lead the annual review of Board effectiveness, ensuring that the performance of each individual Director is independently assessed.

3. Functions

The Committee shall:-

- i. assess and recommend the nomination of a person or persons for all directorships to be filled by the shareholders or the board;
- ii. assess and recommend the nomination of senior management, where the need arises;

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- iii. consider, in making its recommendations, candidates for directorships proposed by the Managing Director/Chief Executive Officer and, within the bounds of practicability, by any other senior executive or any director or shareholder or utilise independent sources to identify suitable candidates;
- iv. recommend to the board, directors to fill the seats on board committees;
- v. assess annually the effectiveness of the board as a whole, the committees of the board and each individual director and thereafter, recommend its findings to the board;
- vi. review annually the Board structure, size, composition and diversity;
- vii. review annually the Board and individual Director's required mix of skills, experience, contributions and other qualities, including core competencies which non-executive directors should bring to the board and thereafter, recommend its findings to the board;
- viii. recommend to the Board the re-election/re-appointment of directors who retire at annual general meetings;
- ix. orientate and educate new directors as to the nature of the business, current issues within the Company and the corporate strategies, the expectations of the Company concerning input from the directors and general responsibilities of directors;
- x. develop, maintain and review the criteria for annual assessment of directors, including the assessment of independence as well as for directors' nomination and recruitment process;
- xi. review succession plans in consultation with Management in relation to the Board and Senior Management; and
- xii. review annually the terms of office and performance of the Audit Committee and each of its members.

4. **Structures and Procedures**

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held. The quorum shall be 2 members with majority of independent directors.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

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The Committee should be entitled to the services of a secretary who must ensure that all appointments are properly made, that all necessary information is obtained from Directors, both the Company's own records and for the purposes of meeting statutory requirements, as well as obligations arising from the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and/or other regulatory authorities.

5. Access to Advice

In furtherance to their duties as the Committee members of the Company, there should be an agreed procedure for the members, whether as a full Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.

Reviewed and updated on: 21 September 2018