CHEETAH HOLDINGS BERHAD

Registration No. 199701014907 (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.

No Alternate Director shall be appointed as a member of the Committee.

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 Board shall not be a member of the Committee.

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;
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, fit and proper, size, composition and diversity in the Company and its subsidiary companies (Group) and Key Management;

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 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.

xii. the tenure of an Independent Non-Executive Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Non-Executive Director may continue to serve on the Board, subject to the said Director's re-designation as a Non -Independent Director. Otherwise, the Board must justify and seek shareholders' approval through a two-tier voting process in a general meeting in the event it retains the said Director as an Independent Non-Executive Director.

xiii. review succession plans in consultation with Management in relation to the Board and Senior Management; and

xiv. review annually the terms of office and performance of the Audit Committee and each of its members.

xv. Conduct continued assessment of individual Executive Directors and Key Senior Management to ensure that remuneration is related to corporate and individual performance as well as taking into account the Group's performance in managing material sustainability risks and opportunities.

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.

For the Committee's meetings (except in the case of an emergency), notice with the relevant papers at least five (5) days prior to each meeting shall be given to all the NC members.

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.

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.

A resolution in writing signed by a majority of all members of the Committee shall be valid and effectual as if it had been passed at a meeting of the NC. 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 the like form, each signed by one (1) or more members. The expressions "in writing" or "signed" include approval by legible confirmed transmission by facsimile or other forms of electronic communications.

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.

6. Revision of TOR

i. Any revision or amendment to this TOR as proposed by the Committee or any other party shall first be presented to the Board for its review and approval.

ii. Upon the Board's approval, the said revision shall form part of this TOR and shall be considered duly revised or amended.

Reviewed and updated on: 15 October 2026