AGMO HOLDINGS BERHAD

[Registration No. 201701000550 (1214700-W)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. OBJECTIVE

The primary objective of the Terms of Reference of the Nomination Committee is to establish a documented, formal and transparent procedure to support and advise the Board of Directors (**"the Board"**) of Agmo Holdings Berhad ("Agmo" or the "Company") in fulfilling their responsibilities to shareholders in ensuring the Board are comprised of the right group of people, with an appropriate mix of skills, knowledge, experience and independent elements that fit the Company's objectives and strategic goals.

2. COMPOSITION

The members of the Nomination Committee shall be appointed by the Board from amongst the Directors of the Company and shall comprise exclusively Non-Executive Directors, at least three (3) members, a majority of whom are Independent Directors and who shall not be the Chairman of the Board.

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

No alternate director shall be appointed as a member of the Nomination Committee. The term of office and performance of the Nomination Committee and each of its members shall be reviewed by the Board annually to determine whether the members have carried out their duties in accordance with their Terms of Reference.

If a member of the Nomination Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

3. AUTHORITY

i) The Nomination Committee is authorised to seek any information it requires from management of the Company in order to perform its duties.

ii) The Nomination Committee is authorised to call for any appropriate person or person to be in attendance to make presentations or furnish or provide independent advice on any matters within the scope of responsibilities.

iii) The Nomination Committee is authorised by the Board to obtain, at the Company's expense, external legal or other professional advice on any matters within its terms of reference.

4. DUTIES AND RESPONSIBILITIES

In fulfilling its primary objectives, the Nomination Committee shall undertake, amongst others, the following duties and responsibilities:

i) To assist the Board in ensuring that the Board is of an effective composition, size and commitment to adequately discharge its responsibilities and duties;

ii) 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. In identifying candidates for appointment of directors, the Nomination Committee should not rely solely on the recommendations from existing directors, management or major shareholder, and independent sources are utilised to identify suitably qualified candidates;

iii) In determining the process for the identification of suitable candidates, the Nomination Committee will ensure that an appropriate review is undertaken to ensure the requirement and qualification of the candidate nominated based on a prescribed set of objective criteria and merit comprising but not limited to the following:

a) Skills, knowledge, expertise, experience, age, cultural background and gender
b) Professionalism;
c) Integrity;
d) Existing number of directorships held, including on boards of non-listed companies;
e) Confirmation of not being an undischarged bankrupt or involved in any court proceedings in connection with the promotion, formation or management of a corporation or involving fraud or dishonesty punishable on conviction with imprisonment or subject to any investigation by any regulatory authority under any legislation; and
f) In the case of candidates being considered for the position of independent director, such potential candidates should have the ability to discharge such responsibilities/functions as expected from independent non-executive directors. Amongst others, the potential candidates must fulfil the criteria used in the definition of "independent directors" prescribed by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and being able to bring independent and objective judgement to the Board.

Where required, the members of the Nomination Committee shall meet with potential candidates for the position of Director to assess their suitability for appointment.

(Note: The Group practices non-discrimination in any form whether based on age, gender, ethnicity or religion throughout the organisation and this includes the selection of directors).

iv) To assist the Board to assess and evaluate circumstances where a Director's involvement outside the Group may give rise to a potential conflict of interest with the Group's businesses, upon receiving declaration of the same from the Director and thereafter, to inform the Audit Committee of the same. After deliberation with the Audit Committee, to recommend to the Board the necessary actions to be taken in circumstances where there is a conflict of interest;

v) To evaluate the performance and effectiveness of the Board and the relevant Board committees annually;

vi) To ensure an appropriate framework and succession planning for Board and management succession, including the future Chairman, Executive Directors and Chief Executive Officer; and

vii) To ensure the continuation in office of any Director at any time, including the suspension or termination of service; and reviewing the re-appointment of any Non-Executive Director at the conclusion of their term office having given due regard of their performance and ability to continue to contribute to the Board.

5. MEETINGS OF THE COMMITTEE

The Nomination Committee shall meet at least once a year and as frequently as may be required.

In the event the elected Chairman is not able to attend a meeting, a member of the Nomination Committee shall be nominated as Chairman for the meeting. The nominated Chairman shall be an Independent Non-Executive Director.

Subject to the notice and quorum requirements as provided in the Terms of Reference, meeting of the Nomination Committee may be held and conducted physically, or through electronic or virtual communication means which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

6. QUORUM

The quorum for a meeting of the Nomination Committee shall consist of two (2) members. In the absence of the Chairman, the members present shall elect a Chairman for the meeting from amongst the members present.

7. NOTICE OF MEETINGS

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the Nomination Committee, any other person required to attend and all other Non-Executive Directors, no later than five (5) business days before the date of the meeting. Supporting papers shall be sent to Nomination Committee members and to other attendees as appropriate, at the same time.

8. SECRETARY AND MINUTES

The Company Secretary or his/her nominee or such other persons authorised by the Board shall act as the Secretary of the Nomination Committee. The Company Secretary shall record, prepare and circulate the minutes of the meetings of the Nomination Committee and ensure that the minutes are properly kept and produced for inspection if required.

9. CIRCULAR RESOLUTION

A resolution in writing, signed or approved by letter or electronic means by a majority of the Nomination Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Nomination Committee, shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Nomination Committee.

10. REVISION AND UPDATES

Where necessary, this Terms of Reference will be reviewed and updated to ensure it remains consistent with the Nomination Committee's objectives and responsibilities.

This term of reference was updated and acknowledged by the Board of Directors on 28 July 2026.