TERMS OF REFERENCE

1.0 OBJECTIVE

This Terms of Reference ("**TOR**") of the Nomination Committee ("**NC**") of Liftech Group Berhad ("the **Company**") is to establish a formal procedure to guide the Board of Directors ("**Board**") in fulfilling their roles to ensure that the Board is comprised of the right group of people with skills, knowledge, experience that fit the Company and its subsidiaries ("**Liftech**" or the "**Group**") pursuant to the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and approved by the Board.

2.0 STRUCTURE AND COMPOSITION

The NC shall be appointed by the Board from amongst the Directors of the Company who fulfill the following requirements:

1) The NC must consist of a minimum three (3) members;

2) All the NC members must be Non-Executive Directors with a majority of them being Independent Directors free from any business or relationship that, in the opinion of the Board would materially interfere with the exercise of his/her independent judgment on a member of the NC; and

3) The Chairperson of the NC shall be an Independent Non-Executive Director or Senior Independent Non-Executive Director appointed by the Board. The Chairperson of the Board shall not be the Chairperson of the NC.

No alternate director should be appointed as a member of the NC.

In the event of any vacancy in the NC, the Board shall fill the vacancy within three (3) months of such vacancy to fulfill the minimum requirement.

The terms of office and performance of the NC and each of its members must be reviewed by the Board annually to determine whether the NC and its members have carried out their duties in accordance with their terms of reference.

A member shall automatically cease to be a member of the NC if he/ she is removed or is disqualified from being a Director under any provisions of the laws, rules and regulations of the relevant authorities or if he/she resigns or retires from the Board.

3.0 MEETINGS

3.1 Frequency

Meetings shall be held not less than one (1) time a year to carry out the duties and responsibilities in Paragraph 5.0 to assess the performance and effectiveness of the Board and the Board Committees, including the performance and contribution of each individual Director, with additional meetings convened as and when necessary.

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

In the interval between NC meetings, for exceptional matters requiring urgent decisions, NC approvals may be sought via circular resolutions to be signed by majority members of the NC, and such resolutions shall be accompanied with sufficient information for an informed decision. A resolution in writing, signed by the majority of the members of the NC shall be valid and effective as if it had been passed at a meeting of the NC duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the NC's members and shall be as valid and effective as if it were a resolution duly passed at a meeting of the NC. Any such document may be accepted as sufficiently signed by a member of the NC if transmitted to the Company by any technology purporting to include a signature and/or electronic signature by the said member.

The NC members shall excuse himself/herself from the meeting during discussions or deliberations on any matter that gives rise to an actual or perceived conflict of interest for the member. Where this causes insufficient NC members to make a quorum, the NC has the right to invite/appoint any Director or Directors from the Board (excluding the Chairperson of the Board) to fulfill the membership criteria temporarily.

3.2 Quorum

Two (2) members shall form a quorum for a meeting of the NC provided that the majority of members present must be Independent Directors. In the absence of the Chairperson of the NC, the remaining members present shall elect one of their members as Chairperson of the meeting.

Only members of the NC have the right to attend the NC meetings. The Chairperson of the NC, or the NC members with the approval from the Chairperson, may invite any person or persons to attend the NC meetings, but not necessarily for the full duration of the meeting.

Any member of the NC may participate in any meeting of the NC via telephone conferencing, video conferencing or by means of any communication equipment that 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 or be counted in a quorum accordingly.

A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested by the NC.

3.3 Secretary

The Company Secretary shall be the Secretary of the NC or in his/her absence, another person authorised by the Chairperson of the NC. The Secretary shall be responsible for issuing the agenda with the concurrence of the Chairperson and circulating it, accompanying it with explanatory statements and other relevant documents to NC members prior to each meeting. The Company Secretary is also responsible for keeping the minutes of meetings of the NC, circulating them to NC members and to the other members of the Board and following up on outstanding matters. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated. The Secretary shall keep the minutes of meetings properly filed and shall produce the minutes of meetings for inspection when necessary. Any request by Management or other persons to inspect the minutes shall be subject to the approval of the NC.

3.4 Reporting Procedure

The Chairperson of the NC shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The NC shall also make whatever recommendations to the Board it deems appropriate or any area within its remit where action or improvement is needed.

The minutes of each meeting shall be circulated by the Company Secretary to the NC members and to all members of the Board.

3.5 Attendance

Other Directors and employees, including the Head of Human Resources, may be invited by the NC to attend any particular meeting of the NC.

The Chairperson of the NC should attend the Annual General Meeting of the Company to answer any shareholder questions on the NC's activities.

4.0 RIGHTS AND AUTHORITY

The NC is authorised by the Board to carry out its duties and responsibilities and investigate any activities within its TOR. It is authorised to seek any necessary resources or information it requires from any employee of the Company, where reasonable, in order to perform its duties with full and unrestricted access to any information, records, properties and personnel pertaining to the Group and the Company. All employees of the Group are directed to cooperate on any request made by the NC.

The NC is authorised by the Board to obtain, at the Company's expense, outside legal advice or other independent professional advice on any matters if it deems or considers necessary within its TOR.

The NC is empowered to convene meetings excluding the attendance of other Directors and employees of the Group, whenever deemed necessary.

The NC is authorised by the Board to call any employee to be questioned at a meeting of the NC as and when required.

5.0 FUNCTIONS, DUTIES AND RESPONSIBILITIES

The functions, duties and responsibilities of the NC are as follows:

1) To determine the criteria for Board membership, including qualities, experience, skills, expertise, education background and qualifications, competencies, integrity, contribution, level of commitment in terms of time and other qualities that will best qualify a candidate to serve on the Board;

2) To review annually and recommend to the Board with regard to the structure, size, tenure, directorships, balance and composition of the Board and its Committees including the required mix of skills and experience, knowledge, diversity and core competencies that the Directors should bring to the Board and other qualities to function effectively and efficiently;

3) To identify, consider, review, evaluate and recommend to the Board any new Board appointment, whether of Executive or Non-Executive position, to fill board vacancies as and when they arise. The NC shall make recommendations to the Board with regard to the candidate for directorship, based on the following:

   a) skills, knowledge, expertise and experience;

   b) education background, qualifications and strong sense of professionalism;

   c) technical competency;

   d) integrity and objectivity;

   e) merit and against objective criteria with due regard for the benefits of boardroom diversity, including gender, age, ethnicity, cultural background, character;

   f) in the case of candidates for the position of Independent Non-Executive Directors, the candidates' ability to discharge such responsibilities/function as expected from an Independent Non-Executive Director;

   g) level of commitment, resources and time that the recommended candidate can contribute to the existing Board and Group; and

   h) ability to work together with other members of the Board for the best interest of the Company.

4) To recommend to the Board the duties and responsibilities of the Directors, including membership and Chairmanship of the Board Committees;

5) To annually review the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether such Audit and Risk Management Committee and its members have carried out their duties in accordance with their terms of reference;

6) To annually evaluate the Board and its Committees including but not limited to the following:

    a) the effectiveness of the Board Committees (including its size, structure and composition);

    b) the effectiveness of the Board as a whole and its Committee, and the performance of the Chief Executive Officer ("CEO") and Executive Directors of the Group;

    c) mix of skills and experience, diversity (including gender diversity), other qualities including core competencies and contributions of each Director; and

    d) the independence of the Independent Directors, particularly when there are any new interests or relationships that surface.

7) All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented and conducted at least once a year either internally or via other independent sources;

8) To review the results of the evaluation and recommend to the Board the initiatives/improvements moving forward, to enhance the effectiveness of the Board;

9) To determine appropriate training for Directors, review the fulfilment of such training and disclose details in the annual report as appropriate, in accordance with AMLR on Continuing Education;

10) To consider and recommend to the Board:

    a) Candidates for re-election of retiring Directors by shareholders under the annual retirement and re-election provisions pursuant to the Company's Constitution and relevant sections of the Companies Act 2016;

    b) Whether the Independent Director(s) should remain independent or be re-designated, after the assessment of Independent Director(s) be conducted and concluded to ensure he/she is continually fit and maintains independence in order to provide appropriate scrutiny and impartial judgment;

    c) Matters relating to the continuation in office of any Directors at any time, including the suspension or termination of service of the Executive Director as an employee of the company subject to the provisions of the law and his/her service contract if he/she is ineffective, errant or negligent in discharging his/her responsibilities; and

    d) The re-appointment of any Non-Executive Director at the conclusion of his/her term of office having given due regard to his/her performance and the ability to continue to contribute to the Board in terms of knowledge, skills and experience required.

11) To ensure that the tenure of its Independent Directors shall not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue, to serve on the Board subject to the Directors' re-designation as a Non-

Independent Director. The NC should assess and recommend to the Board whether to retain the Independent Director as an Independent Director beyond nine (9) years with justification and seek annual shareholders' approval through a two-tier voting process;

12) To establish an appropriate framework and plans for succession at Board level to ensure that the Board is comprised of Directors with the skills and experience relevant to the Company's strategic direction and objectives;

13) To establish an appropriate framework and plans for succession at senior management level including CEO and Executive Directors to ensure that the senior management is comprised of individuals with the skills and experience relevant to the Company's strategic direction and objectives;

14) To perform exit interviews with Directors and Senior Management leaving the organisation;

15) including a statement in the annual report about its activities, the membership of the NC, the number of NC meetings, the attendance of members over the year, the application of the Company's fit and proper policy in the nomination and election process of Board members;

16) Such other functions as may be delegated by the Board from time to time.

In exercising objectivity in the assessment process, the NC members should not be influenced by major controlling shareholders or the Group CEO or Executive Directors.

The Board remains responsible for considering and approving recommendations from the NC.

The Board should work together with the NC to evaluate potential successors of the Board Chairperson and Group CEO.

Each NC member should abstain from discussion or voting on any resolutions in respect of the assessment of his/her performance or re-nomination as Director.

6.0 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 NC no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to NC members and other attendees, as appropriate, at the same time.

Unless a meeting is called on short notice, the agenda for each meeting and the meeting papers shall be circulated to the NC members at least five (5) full working days before each meeting.

7.0 REVIEW OF TERM OF REFERENCE

The NC shall recommend any changes to its TOR in such manner as it deems appropriate to the Board for approval. The TOR shall be assessed, reviewed and updated at least annually by the Board or as where necessary i.e. when there are changes to the Malaysian Code on Corporate Governance, AMLR or any other regulatory requirements.

It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the NC's role.

8.0 APPROVAL

This TOR was approved and adopted by the Board on 22 August 2025.