

TERMS OF REFERENCE OF NOMINATION COMMITTEE

1. Objective

The Nomination Committee is responsible to assist the Board of Directors ("**Board**") in selection and assessment of candidates of incoming Directors and carrying out assessments on existing Board members to ensure that the Board composition and size meets the needs of Greentronics Technology Berhad (formerly known as Mpire Global Berhad), and complies with relevant laws, regulations and best practices. The Nomination Committee is governed by this Terms of Reference which set out its authorities and duties.

2. Composition

The Nomination Committee members shall be elected from the Board, comprise of at least three (3) members. The members shall comprise exclusively of Non-Executive Directors and majority of whom shall be Independent.

The Chairman shall be elected from among the Nomination Committee members, who must be an Independent Non-Executive Director.

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. Meetings and Circular Resolution

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

In the event the Chairman of the Nomination Committee is not able to attend the Nomination Committee 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.

The meetings may be conducted in any form, including by means of conference, telephone, conference videophone or any similar communication equipment. 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.

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, at least five (5) days before the date of the meeting.

The quorum for meetings shall not be less than two (2) members, one of whom shall be the Chairman of the committee.

A resolution in writing, signed or approved by letter, telegram, telex, telefax 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.

4. Duties and Responsibilities

The duties and responsibilities of the Nomination Committee are as follows:

- To identify and recommend candidates for all directorships to be filled by shareholders or the Board or to fill board vacancies as and when they arise;
- To recommend candidates to fill the seats on Board Committees;
- To assess the contribution of each individual Director;
- To review annually the Board structure, size, composition and the balance between Executive Directors, Non-Executive Directors and Independent Directors to ensure that the Board has the appropriate mix of skills and experience including core competencies which Directors should bring to the Board and other qualities to function effectively and efficiently;
- To take the necessary steps to ensure that female candidates are sought as part of the Company's recruitment exercise to facilitate an on-going implementation of its gender diversity policy;
- To assess on an annual basis, the appointment and re-appointment of Independent Directors. The tenure of an Independent Director should not exceed a cumulative term of nine (9) years. After a cumulative term of nine (9) years, an Independent Director may continue to serve on the Board as a Non-Independent Director. However, if the Board intends to retain an Independent Director beyond nine (9) years, it should provide justification and seek shareholders' approval annually through a two-tier voting process;
- To ensure existence of an appropriate framework and succession plan for the Executive Director and senior management of the Company;
- To identify suitable orientation, educational and training programmes for continuous development of Directors;
- To establish and implement processes for assessing the effectiveness of the Board as a whole, the Committees of the Board and assessing the contribution of each Director;
- To recommend to the Board concerning the re-election/re-appointment of Director to the Board pursuant to the provisions in the Company's constitution and such re-election/re-appointment of Director shall be contingent on satisfactory evaluation of the director's performance and contribution to the Board;
- To provide a report summarising its activities for the year in compliance with the Malaysia Corporate Governance Code, Listing Requirements and any relevant regulations. The report can be incorporated into the corporate governance statement in the annual report or included as a separate report; and
- To consider other matters as referred to the Committee by the Board.

5. Secretary and Minutes

The Company Secretary or his 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 at the registered office of the Company and produced for inspection if required.

The minutes of the Nomination Committee meeting shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

6. 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 Nomination Committee's terms of reference will be published on the Company's website for public information.

This Terms of Reference was reviewed by the Committee and approved by the Board on 24 April 2026.