GUH HOLDINGS BERHAD (196101000062 (4104-W))

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

The Board of Directors ("Board") should establish a Nomination Committee with its terms of reference defining its scope of responsibilities and duties. The Board shall review the terms of reference and update as and when necessary. Any proposed changes to the terms of reference shall be approved by the Board.

Objective

The primary objective of the Nomination Committee is to establish a documented, formal and transparent procedure to support and advise the Board in fulfilling their responsibilities to shareholders in ensuring the Board are comprised of individuals with an optimal mix of qualifications, skills and experience.

Authority

The Nomination Committee is required to seek any information it requires from Management of the Company in order to perform its duties.

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.

Composition

The Nomination Committee shall comprise no fewer than three (3) members. The Nomination Committee should consist exclusively of Non-Executive Directors, a majority of whom must be Independent Directors. The Chairman shall be an Independent Director.

Term of Office

The terms 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.

Meetings and Minutes

Meeting shall be held at least once a year and may be requested as and when necessary.

A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee at least seven (7) days prior to the date of meeting. The notice for members will include relevant supporting papers for the agenda items to be discussed.

Quorum shall consist of two (2) members present and majority of whom must be Independent Directors. The Chairman of the Committee shall be elected from among its Committee and shall be Independent Director. The Chairman of the Committee shall be approved by the Board. In the absence of the Chairman, the members shall elect one (1) of their member who is independent among the members present to chair the meeting.

The Company Secretary shall be the Secretary of the Nomination Committee or in his/her absence, another person authorised by the Chairman of the Committee. The Company Secretary is responsible for drawing up meeting agendas, maintenance of meeting minutes and collection and distribution of information and provision of any necessary practical support. The Chairman of the Nomination Committee shall report on key issues discussed at meeting to the Board.

Circular Resolution

A resolution in writing signed by a majority of the Nomination Committee members for the time being, shall be as valid as effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one or more of its members. Any such document, may be accepted as sufficiently signed by the members if transmitted to the Company by telex, telegram, cable, facsimile, other electronic means or digital written message purporting to include a signature of the Committee members.

Duties and Responsibilities

1. To assess the effectiveness of the Board as a whole, all Committees of the Board and the contribution of each individual Director, including the independence of Independent Director, based on the adopted Fit and Proper Policy and make recommendations to the Board with regard to any appointment or re-appointment of Directors considering their skills, knowledge, qualities, expertise and experience, independence, integrity, time commitment on an annual basis;

2. To report to the Board on an annual basis its required Board structure, size, composition, gender diversity and the required mixed of skills, knowledge and experience and other qualities, including core competencies which Non-Executive Directors shall bring to the Board;

3. To review annually the appropriateness of appointing the Directors who are required to submit themselves for re-election at regular intervals and at least every 3 years;

4. To review the disclosure of the nature and extent of any conflict of interest or potential conflict of interest including interest in any competing business by the candidate/Director before recommend the appointment/re-appointment for Board's approval;

5. To review succession planning to ensure the Board consistently has the right balance and range of skills and experience in its Directors;

6. To review and recommend to the Board, Directors to fill the seats on the Board Committees;

7. To consider, in making its recommendations, candidates for directorships proposed by the Chairman and/or CEO/Group MD and, within the bounds of practicability, by any other senior executive or any Director or shareholder;

8. To evaluate the professionalism, integrity, oversight and knowledge on sustainability issue of a proposed Director be it new appointment or re-appointment;

9. To review the independence of Directors including where appropriate, criteria on assessing the independence of candidates' appointment as Independent Non-Executive Directors and time commitment of each Independent Director;

10. To review the retirement of Directors, the Directors who are eligible for the retention of Directors who have served beyond nine (9) years as Independent Directors, and to assess their eligibility for continuing to retain as Independent Director;

11. To ensure that orientation and education programmes are provided for new member(s) of the Board;

12. To undertake annual review of the training programmes attended by all the Directors for each financial year to ensure the Directors discharge their duties and keep abreast with the latest development and trends; and

13. The Committee shall provide a report/statement summarising its activities for the year in compliance with the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant regulations. The report can be incorporated into the Corporate Governance Overview Statement in the Annual Report or included as a separate report.

This Terms of Reference has been updated and adopted by the Board of Directors on 24 November 2025.