GUH HOLDINGS BERHAD (196101000062 (4104-W))

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Constitution

The Board of Directors ("Board") should establish a Remuneration 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

To assist the Board in their responsibilities in assessing the remuneration packages of the Executive Directors.

Authority

The Remuneration Committee shall, in accordance with the procedure or policy on the Executive Directors' remuneration packages to be determined and established by the Board and at the expense of the Company:

(a) shall review, assess and recommend to the Board, the remuneration packages of the Executive Directors in all forms, at the Company's expense, with other independent professional advice or outside advice as and when deemed necessary;

(b) must ensure that all decisions made on the remuneration packages of the Executive Directors be properly recorded in the minutes book of the Company.

While the remuneration of the Non-Executive Directors should be matter for the Board as a whole to determine.

Composition

The Remuneration Committee shall comprise no fewer than three (3) members. The Remuneration Committee should consist exclusively of Non-Executive Directors, with majority of them being Independent Directors. The Chairman shall be an Independent Director. Individual concerned must abstain from discussing his own remuneration to ensure he will not benefit personally from the decisions.

Term of Office

The term of office and performance of the Remuneration Committee and each of its members shall be reviewed at least once every three (3) years by the Board of Directors to assess whether the Remuneration Committee and its members have carried out their duties in accordance with the terms of reference. A formal evaluation of performance of all Committee members should be undertaken by the Nomination Committee.

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 members and shall be an Independent Director. The Chairman of the Committee shall be approved by the Board. In the absence of the Chairman, the members present 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 Remuneration 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 Remuneration Committee shall report on key issues discussed at meeting to the Board.

Circular Resolution

A resolution in writing signed by a majority of the Remuneration 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 review and recommend to the Board the terms and conditions of employment and remuneration of the Executive Directors of the Group with or without other independent advice or other outside advice. Executive Directors shall play no part in decisions on their own remuneration;

2. To review and recommend annual salary increments and bonuses of Executive Directors of the Group with or without other independent advice or other outside advice. Executive Directors shall play no part in decisions on their own remuneration;

3. To determine the individual performance via a formal appraisal process;

4. To attract, motivate and retain high calibre Executive Directors by rewarding them with competitive salary and benefit packages that are linked to both individual and business performance;

5. To establish range of salary by reference to those prevailing in the employment market generally for executives of comparable status, responsibility and skills;

6. To make comparison of remuneration packages within other leading companies in the same sector with the assistance of independently compiled remuneration data;

7. To obtain professional advice on remuneration matters both within the Company and from external specialists in the relevant field; and

8. To act in line with the directions of the Board.

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