

GUH HOLDINGS BERHAD (4104-W)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

Constitution

The Board of Directors (the 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.

Composition

The Nomination Committee should consist exclusively of Non-Executive Directors, a majority of whom must be Independent Directors.

Meetings and Minutes

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

Quorum shall consist of a simple majority.

The Company Secretary shall be the secretary of the Nomination Committee and 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.

Duties

1. To assess the effectiveness of the Board as a whole, all Committees of the Board and the contribution of each individual Director on an annual basis;
2. To report to the Board on an annual basis its 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 succession planning to ensure the Board consistently has the right balance and range of skills and experience in its Directors;
5. To review and recommend to the Board, Directors to fill the seats on the Board Committees;
6. To consider, in making its recommendations, candidates for directorships proposed by the Executive Chairman/Chairman and/or CEO/MD and, within the bounds of practicability, by any other senior executive or any Director or shareholder; and
7. To evaluate the professionalism and integrity of a proposed director be it new appointment or re-appointment.