

GUH HOLDINGS BERHAD (4104-W)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Constitution

The Board of Directors (the 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.

Composition

The Remuneration Committee should consist exclusively or a majority of, Non-Executive Directors. Individual concerned must abstain from discussing his own remuneration to ensure he will not benefit personally from the decisions.

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 of whom must be Non-Executive Directors.

The Company Secretary shall be the secretary of the Remuneration 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 Remuneration Committee shall report on key issues discussed at meeting to the Board.

Duties

1. To review and recommend to the Board the terms and conditions of employment and remuneration of the Executive Directors of the Group. 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. 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 caliber 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; and
7. To obtain professional advice on remuneration matters both within the Company and from external specialists in the relevant field.