EGH INTERNATIONAL BERHAD
Registration No. 202501050529 (1651937-K)

NOMINATION COMMITTEE

TERMS OF REFERENCE

OBJECTIVE

The Nomination Committee ("**NC**" or "**Committee**") of EGH International Berhad ("**EGHI**" or the "**Company**") and its subsidiaries ("**Group**") was formed by the Board of Directors of the Company ("**Board**") on 22 December 2025.

The objective of the NC is to assist the Board in the following:-

(a) Ensuring that each Director, Group Chief Executive Officer ("**GCEO**"), Chief Financial Officer and Chief Operating Officer has the character, experience, integrity, competence and time commitment required in accordance with the Company's Directors' Fit and Proper policy to effectively discharge their respective roles.

(b) Ensuring the policies and criteria are in place to conduct a formal and objective periodic evaluation for effectiveness of the Board and Board Committees as well as individual directors through robust processes and procedures, taking into consideration the needs of the Board such as mix of skills, independence, experience, industry knowledge and diversity (including gender diversity).

(c) Ensuring that the Board comprises at least 30% of women directors.

(d) Recommending to the Board, candidates for all directorships and Board Committees; and

(e) Selecting, compensating, monitoring and overseeing succession planning.

When a vacancy exists or when the Board would benefit from the services of a new GCEO with particular skills, the NC will identify one or more candidates with the appropriate expertise and experience. The sources for identifying suitable candidates for the appointment of new Directors shall not be limited to existing Directors, senior management or major shareholders.

The Committee may engage the services of a professional recruitment firm and/or Institute of Corporate Directors Malaysia. The NC will then submit its recommendation of candidates to the Board for approval. The same procedure applies to potential candidates seeking to fill the vacancies for directorships.

In developing its procedures on appointments to the Board and making recommendations to the Board, the Committee will take into account the need for an open and transparent appointment process. This will normally include public advertisement but does not exclude direct approaches to individuals who may be suitable or organisations that may provide recommendations.

The NC should refresh the composition of the Board periodically by reviewing the tenure of each Director and perform annual re-election of Directors with consideration of the Director's performance and contributions, including how they address the Group's material sustainability risks and opportunities.

The tenure of an Independent Non-Executive Director shall not exceed a cumulative term of nine (9) years. Upon the expiration of the nine (9) years, an Independent Non-Executive Director may opt to continue serving the Board as a Non-Independent Non-Executive Director. If the Board intends to retain an Independent Non-Executive Director beyond nine (9) years, it must seek annual shareholders' approval through a two-tier voting process in accordance with the Malaysian Code of Corporate Governance published in April 2021 ("**MCCG**").

The Board shall make all decisions after considering the recommendations of the NC.

COMPOSITION

The NC shall comprise no fewer than three (3) members, all of whom must be Non-Executive Directors with a majority of them being Independent Directors.

The Chairman of the NC shall be elected from among the NC members and he/she must be an Independent Non-Executive Director.

The Chairman of the Board shall not be a member of the NC.

In the event of a vacancy resulting in the number of members (including Chairman) being reduced to fewer than three (3) or insufficient number of Independent Director, the vacancy shall be filled within three (3) months to restore the minimum number of members or independent representation.

The terms of office and performance of the NC and each of its members shall be reviewed annually by the Board to determine whether the NC and its members have carried out their duties in accordance with its terms of reference.

The Board shall have the authority to rescind the appointment of any NC member at any time and to appoint new member(s) as it deems fit.

SECRETARY

The Company Secretary shall be the secretary of the NC and shall be responsible, with the concurrence of the Chairman of the NC, for preparing and circulating the agenda and the Notice of Meeting, together with supporting explanatory documentation, to the members of the NC at least seven (7) days prior to each meeting.

The Company Secretary shall ensure that the deliberations on the findings of the Annual Board Effectiveness Assessment are duly minuted at the meetings of the NC.

The Secretary shall also be responsible for keeping the minutes of meetings and circulating them to the NC members.

MEETINGS

The NC shall meet at least once a year. Additional meetings may be called as and when required, with reasonable notice as the NC deems fit.

The quorum for a meeting shall be at least two (2) members, with the majority of those present being Independent Non-Executive Directors. In the absence of the Chairman of the NC, the members present shall elect a Chairman for the meeting from amongst themselves.

The NC shall regulate its own procedure in lieu of convening a formal meeting by means of conference telephone, conference videophone or other similar communications equipment provided that all persons participating in the meeting can hear and communicate with each other. Such participation shall constitute presence in person at the meeting and such persons shall be entitled to vote or be counted in a quorum accordingly.

The NC may invite GCEO and/or other Directors and/or other appropriate officers and/or consultants to attend NC meetings, where their presence are considered appropriate by the Chairman of the NC.

All decisions at a meeting shall be decided by a majority vote of the members present, and in the case of equality of votes, the Chairman of the NC shall have a second or casting vote. However, if only two (2) members are present or if only two (2) members are competent to vote on a particular issue, the Chairman of the NC shall not have a second or casting vote. In the case of an equality of votes, where two (2) members form a quorum, the meeting shall be adjourned to another day, time and place when at least three (3) or more members may be present to decide on the issue. Any conflicting views shall be submitted to the Board for its final decision.

A NC member shall excuse him/herself from the meeting during discussions or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation. In the event that this results in an insufficient number of members to form a quorum, the NC has the authority to appoint another director(s) who meets the membership criteria.

The NC may deal with matters by way of circular resolutions in lieu of convening a formal meeting. A resolution in writing signed or approved by a majority of the members of NC in lieu of convening a formal meeting shall be valid and effectual as if it had been passed at a meeting of the NC duly convened and held. Such resolution may consist of several documents in like form, each signed by one (1) or more members of NC and may be transmitted to the Company by email, facsimile or any technology purporting that includes a signature and/or electronic or digital signature of the NC members, including but not limited to platforms such as DocuSign.

DUTIES

The duties of the Committee are as follows:-

<u>New Appointment</u>

(a) To identify, evaluate and recommend suitable candidates for appointment to the Board and Board Committees as and when a vacancy arises.

In making its recommendations, the NC shall consider and assess the following attributes and factors in accordance with the Company's Directors' Fit and Proper Policy:-

(i) diversity in gender, age, skills, expertise, experience and cultural background;
(ii) qualifications and professionalism;
(iii) commitment, including time commitment and the ability to effectively discharge his/her responsibility as a director;
(iv) past contributions and performance;
(v) background, character, integrity and competence;
(vi) political activity of the candidate, if any;
(vii) directorship in other listed or non-listed companies, particularly those in similar/competing business of the Group to avoid conflicts of interest and ensure adherence to governance standards; and
(viii) actual or potential conflict of interest, including any business interests that may affect the objectivity of the candidate.

In the case of candidates for the position of Independent Directors, the NC shall evaluate the candidates' ability to discharge such responsibilities / functions expected of Independent Directors. This includes assessing not only on a candidate's background and current activities, but also their ability to act independently of management.

(b) To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of Directors. The Board nomination and election process as well as the criteria used in the selection process and the assessment undertaken in respect of its Board, committees and individual Director, should be disclosed in the Annual Report.

If the selection of candidates was solely based on recommendations made by existing Directors, senior management or major shareholders, the NC should explain why these source(s) are suffice and other sources were not used.

In developing its procedures and making recommendations to the Board, the NC will take into account:-

(i) The provisions in the Company's Constitution, the Companies Act 2016, the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and other laws and regulations, if any, in respect of the appointment, removal, etc of directors;

(ii) The need for the Board to operate an open and transparent appointment process. This may include public advertisement or direct approaches being made to individuals or organisations that could advise on suitable candidates; and

(iii) The overall composition and balance of the Board.

<u>Re-election, Re-appointment, Re-designation and Resignation/Termination</u>

(c) To review and recommend to the Board on the re-appointment of any Non-Executive Director at the conclusion of his or her specified term of office, and the re-election of any Director under the retirement by rotation provisions in the Company's Constitution.

(d) To make any necessary recommendations to the Board concerning the continuation in office of any Director at any time, including the suspension or termination of service of an Executive Director as an employee of the Company, subject to provisions of the law and their service contracts.

(e) To ensure the composition of the Board is refreshed periodically. The tenure of each director should be reviewed and the annual re-election of a director should be contingent on a satisfactory evaluation of the director's performance and contribution to the Board.

(f) To recommend to the Board the re-designation of an Independent Director to a Non-Independent Director should the tenure of the Independent Director exceed a cumulative terms limit of nine (9) years. If the Board intends to retain an Independent Director beyond nine (9) years, it should be subjected to the following:-

(i) An annual assessment by the NC, regarding independence and contributions; and

(ii) Annual shareholders' approval in a general meeting, where the Board provides strong justification for the recommendation in the explanatory notes to the resolution in the notice of the general meeting.

Notwithstanding the above, an Independent Director who has served a cumulative term of twelve (12) years and above must resign or be re-designated as a Non-Independent Director.

Specific Nomination and Succession Planning

(g) To recommend to the Board protocol for accepting new directorships.

(h) To review the Board and senior management's succession plans, taking into consideration the current size, structure and composition of the Board and Board Committees as well as the challenges and opportunities facing the Group, and the required skills mix, experience and competencies, and to make recommendations to the Board with regard to any adjustments that are deemed necessary.

(i) To make recommendations to the Board concerning the succession plans for Executive Directors.

(j) To make any necessary recommendations to the Board concerning the continuation in office, suspension or termination of service of any director (subject, in the case of Company employees to the provisions of their service contacts, if any).

Annual Performance Assessment of Board, Board Committees and Individual Directors

(k) To assess annually:-

(i) The structure, size, diversity and composition of the Board and the Board Committees, including the required mix of skills and experience, and other qualities including core competencies which Non-Executive Directors should bring to the Board, and recommend its findings to the Board;

(ii) The effectiveness and performance of the Board (Board Effectiveness Assessment) as a whole, the Board Committees and the contribution of each individual Director including time commitment, character, experience and integrity vide a formal and objective assessment, to determine whether such Directors/Board Committees and its members (as the case may be) have carried out their duties in accordance with the Board Charter and their respective terms of reference;

(iii) The character, experience, integrity and competence of Directors, chief executive and Chief Financial Officer to effectively discharge their respective roles;

(iv) The term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether they have carried out their duties in accordance with their Terms of Reference; and

(v) The independence of Independent Directors to ensure the Directors can act independently of management. This activity shall be disclosed in the annual report of the Company and in any notice of a general meeting for the appointment and re-appointment of Independent Non-Executive Directors.

All assessments and evaluations carried out by the NC in the discharge of all its functions shall be properly documented. The NC may engage a professional, experienced and independent party to facilitate the Board evaluation at the expense of the Company.

(l) Assess the fitness and propriety of each individual Director prior to his/her initial appointment as a Director or proposed re-election/re-appointment as a Director, and/or when the Company becomes aware of information that may materially compromise the Directors' fitness and propriety. The NC, in conducting the fit and proper assessment, shall be guided by the Directors' Fit and Proper Policy.

Induction Training and Training Needs Analysis

(m) To facilitate Board induction programme for newly appointed Directors.

(n) To identify suitable educational and training programmes for continuous development of Directors and evaluate and determine the training needs of its Director.

Size of Board and Independent Directors

(o) To consider and recommend to the Board, the appropriate size, balance and composition of the Board and Board Committees to facilitate effective decision making after taking into consideration the scope and nature of operations of the Group;

(p) To recommend to the Board the Company's policies and targets on gender, age, experience and overall diversity and to discuss the measures to be implemented to meet those targets, if any.

REPORTING RESPONSIBILITIES

The Chairman of the NC shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

The NC shall make the necessary recommendations to the Board as it deems appropriate or any area within its remit where action or improvement is needed for the Board's deliberation and decision.

PERIODIC REVIEW

The Terms of Reference of the NC was first adopted on 22 December 2025 and will be reviewed at least once every two (2) years or as and when necessary by the NC. The Terms of Reference of the NC shall be made available on the Company's website.

Any revision or amendment to this Terms of Reference, as proposed by the NC or any third party, shall first be presented to the Board for its approval.

Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

The Terms of Reference of the NC was reviewed and approved by the Board on 22 December 2025.