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

REMUNERATION COMMITTEE

TERMS OF REFERENCE

OBJECTIVE

The Remuneration Committee ("**RC**" 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 RC is to assist the Board in discharging its roles and responsibilities by recommending policies and procedures related to the remuneration framework, including remuneration, terms of employment, reward structures and fringe benefits for Executive Directors, Non-Executive Directors, Group Chief Executive Officer ("**GCEO**"), C-suite officers and Senior Management (where applicable) with the aim to attract, retain and motivate individuals of the highest quality for the Group.

Executive Director(s) and GCEO shall abstain from the deliberations and voting on matters in respect of their own remuneration packages. The remuneration and entitlements of the Non-Executive Directors shall be a matter to be determined by the Board as a whole, with the Director concerned abstaining from deliberations and voting on matters in respect of his/her individual remunerations.

The Board shall make all decisions (including the determination of remuneration packages of Non-Executive Directors) after considering the recommendations of the Committee.

COMPOSITION

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

The Chairman of the Board shall not be appointed as a member of the RC.

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 RC and each of its members shall be reviewed annually by the Board to determine whether the RC 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 RC member at any time and to appoint new member(s) as it deems fit.

SECRETARY

The Company Secretary shall be the secretary of the RC and shall be responsible, with the concurrence of the Chairman of RC, 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 Secretary shall also be responsible for keeping the minutes of meetings and circulating them to the RC members.

MEETINGS

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

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

The RC 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 in a meeting shall constitute presence in person at the meeting, and such persons shall be entitled to vote or be counted in a quorum accordingly.

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

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 RC 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 RC 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 RC 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 RC has the authority to appoint another director(s) who meets the membership criteria.

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

DUTIES

The duties of the Committee are as follows:-

(a) To review and recommend to the Board the remuneration packages of the Non-Executive Directors, particularly on whether the remuneration package is commensurate with each Director's contribution, by taking into account the level of expertise, commitment and responsibilities undertaken.

The determination of remuneration packages of Non-Executive Directors shall be a matter for the Board as a whole.

(b) To review and recommend to the Board the remuneration packages for Executive Directors, GMD, GCEO and Senior Management (where applicable) including where appropriate, bonuses, incentive payments within the terms of the agreed remuneration policy and based on merit, qualification and competence taking into considerations the operating results, individual performance and comparable market statistics.

The Executive Directors, GMD, GCEO and Senior Management (where applicable) should not be involved in deciding their own remuneration packages.

(c) To review and recommend to the Board and subsequently to the shareholders for approval at an annual general meeting, the fees and benefits payable to Directors, including compensation for loss of office.

Directors who are also shareholders should abstain from voting at general meetings to approve their own remuneration packages.

(d) To seek professional advice, as needed, to obtain comparative information on remuneration and conditions of service within the Group and from comparable organisations, both within and outside industry.

(e) To oversee any major changes in employee remuneration and benefit structures throughout the Group.

(f) When considering severance payments, the RC should bear in mind that it must represent the public interest and avoid any inappropriate use of public funds. Care must be taken to avoid determining a severance package that may be perceived by public opinion as excessive.

(g) To develop and administer the remuneration policy and procedures for Directors and senior management, including the fee structure and levels of remuneration for Executive Directors, GCEO and Senior Management.

In determining such policy, the RC and the Board shall take into account all relevant factors, including relevant legal and regulatory requirements. The remuneration policy should align with the Group's business strategies and long-term strategic goals, demand, complexity and performance of the Group as well as skills and experiences required. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Group.

(h) To ensure ongoing communication with the Nomination Committee to align remuneration policies with succession planning and ensure risk outcomes are adequately considered in the design of remuneration policies.

(i) To carry out such other responsibilities as may be delegated by the Board from time and time.

Directors, whether executive or non-executive, should abstain from discussion and from participating in decisions of their own remuneration packages. The detailed remuneration of each Director should be disclosed in the Annual Report on a named basis whereas the remunerations of the top five (5) Senior Management should be disclosed in the Annual Report in bands of RM50,000.

REPORTING RESPONSIBILITIES

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

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

PERIODIC REVIEW

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

Any revision or amendment to this Terms of Reference, as proposed by the RC 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 RC was reviewed and approved by the Board on 22 December 2025.