

TERM OF REFERENCE OF REMUNERATION COMMITTEE

OBJECTIVES

Remuneration committee assist the board in developing and administrating a fair and transparent procedure for setting policy on remuneration of directors and senior management because this would ensure that remuneration packages are determined based on the directors' and senior management's merit, qualification, and competence, having regard to the company's operating results, individual performance and comparable market statistics. Remuneration committee's remit should cover not only directors' remuneration but also that of the senior management team.

COMPOSITION

- The members of the Committee shall comprise wholly or mainly of Non-Executive Directors, a majority of whom are independent and number at least three (3) in total.
- The members will be appointed by the Board and will remain members until there is a change.
- No alternate director shall be appointed as a member of the Committee.
- If a member of the Committee resigns or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

RESPONSIBILITIES AND DUTIES

The duties and responsibilities of the Committee are as follows:-

- Review and recommend the entire individual remuneration packages for each of the Executive Directors, Non-Executive Directors, and Senior Management to ensure the levels of remuneration be sufficiently attractive and be able to retain high calibre Directors to run the Company successfully.
- The remuneration policies and practices should appropriately reflect the different roles and responsibilities of Executive Directors, Non-Executive Directors, and Senior Management.
- Pursuant to Section 230 of the Companies Act 2016, the fees of the directors and any benefits payable to the Directors including any compensation for loss of employment of a director or former director of the Company shall be approved at a general meeting.
- The detailed disclosure on a named basis of the remuneration of individual directors, including fees, salary, bonus, benefits in kind and other emoluments shall be disclosed in the Annual Report.
- To disclose on a named basis the top five Senior Management's remuneration component including salary, bonus, benefits in-kind and other emoluments in bands of RM50,000 as and when the Board deems appropriate.

CHAIRMAN

- The Chairman of the Remuneration Committee shall be elected from amongst the Remuneration Committee members. The Chairman of the Committee shall be approved by the Board of Directors.
- In the absence of the Chairperson, the members can elect from amongst themselves the Chairman for the Remuneration Committee meeting.

SECRETARY

The Secretary of the Remuneration Committee shall be the Company Secretary of the Company and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

NOTICE

Unless otherwise agreed, notice of each meeting confirming the venue, time, and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than seven (7) days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

QUORUM AND MEETING PROCEDURES

- Meetings shall be held at least once a year. More meetings may be convened when the need arises. The quorum for a meeting of the Committee shall be at least two (2) members, present in person.
- The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

MINUTES

- Minutes of each meeting shall be kept at the registered office and distributed to each member of the Remuneration Committee and to the other members of the Board. The Remuneration Committee Chairman shall report on each meeting to the Board.
- The minutes of the Remuneration Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

REVISION OF THE TERMS OF REFERENCES

Any revision or amendment to this Terms of Reference, as proposed by the Committee 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.

This Terms of Reference has been adopted by the Board of Directors on 27 September 2024.