

# REMUNERATION COMMITTEE

## TERMS OF REFERENCE

### Objective

In accordance with the Malaysian Code on Corporate Governance, the Remuneration Committee is set up to provide recommendations to the Board of Directors (“Board”) on the remuneration of the Executive and Non-Executive Directors, CEO, CFO and senior management in all its forms such that the component parts of remuneration are structured to link rewards to corporate and individual performance.

Executive Directors should play no part in decisions on their remuneration while the remuneration of the Non-Executive Directors should be a matter for the Board as a whole to determine. The individuals concerned should abstain from discussion of and voting on their own remuneration.

### Size and Composition

The Remuneration Committee shall consist wholly or mainly of Non-Executive Directors. The members of the Remuneration Committee shall elect a Chairman from amongst its members who shall be a Non-Executive Director.

Presently, the Remuneration Committee comprises of three (3) members, majority of whom are Independent Non-Executive Directors as follows:-

### Chairperson

Ms. Looi Sze Shing (*Independent Non-Executive Director*)

### Members

En. Mohamad Ali Bin Ariffin (*Independent Non-Executive Director*)

Dato’ Doh Jee Ming (*Managing Director*)

### Meetings

The Remuneration Committee meets at least twice a year with additional meetings convened as and when the need arises. The quorum for any meetings shall be two (2) Non-Executive Directors subject to any laws, guidelines or rules that may be imposed by Bursa Malaysia Securities Berhad and/or any other relevant authority (ies).

### Secretaries

The Company Secretaries shall act as Secretaries of the Remuneration Committee and shall be responsible for keeping minutes of meetings of the Remuneration Committee and circulating them to the Remuneration Committee members.

## **Duties and Responsibilities**

- (i) To establish a formal and transparent procedure for the development of the Directors and senior management remuneration policy.
- (ii) Develop and agree with the Board the framework remuneration policy for the Executive Directors, CEO, CFO and senior management with the aim to attract, retain and motivate high calibre individuals required by the Board on long term basis and so structured as to align their interests with those of the Company and its shareholders.
- (iii) Review and make recommendations to the Board the remuneration packages and other terms of employment for each of the Executive Directors, CEO, CFO and senior management, taking into account the market rates so as to link rewards to the Group and individual performance, drawing from outside advice as necessary. The Executive Directors should play no part in the decisions of their own remuneration.
- (iv) To review and recommend to the Board the remuneration packages for Non-Executive Directors, taking due account of their experiences and degree of responsibilities undertaken.
- (v) To review indemnity and liability insurance policies for the Directors of the Company.
- (vi) To carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the Remuneration Committee by the Board from time to time so as to be in line with the directions of the Board.
- (vii) To review the on-going appropriateness and relevance of the remuneration policy.
- (viii) To consider and examine such other matters as the Remuneration Committee considers appropriate.

The terms of reference were reviewed and approved by the Board on 26 February 2020.