

Terms of Reference of Remuneration Committee

1. Composition

The Remuneration Committee should only consist of non-executive directors and majority of them must be independent directors, drawing advice from experts, if necessary.

The members and/or Directors do not participate in decisions on their own remuneration.

Where practicable, Directors who are shareholders shall abstain from voting at general meetings to approve their fees.

2. Responsibilities of the Remuneration Committee

The Remuneration Committee assumes the following responsibilities:-

- (i) To develop and formulate a transparent remuneration policy and procedures framework for the Directors and Senior Management.
- (ii) To review and recommend to the Board of Directors (“the Board”) the remuneration of the Directors and Senior Management (where necessary), with reference to the Remuneration Policy of the Company (if any), taking into consideration the responsibilities, functions, performance, expertise, Company’s operating results, and comparable market statistics where applicable.
- (iii) To ensure the levels of remuneration be sufficiently attractive and be able to retain and/or motivate the Directors and Senior Management to drive the Company’s long term objectives.
- (iv) To carry out such other functions or assignments as may be delegated by the Board from time to time in the area of Directors and/or Senior Management remuneration.

3. Meetings

The Remuneration Committee shall meet at least once a year or as and when necessary.

Notice of Meeting together with the agenda shall be issued not less than 7 days before the Meeting unless such requirement is waived by the Remuneration Committee. The quorum for a Meeting shall be 2 members. The Meetings and proceedings of the Remuneration Committee are governed by the provisions of the Company’s Constitution.

4. Secretaries

The Company Secretaries shall be the Secretaries of the Remuneration Committee and, with the concurrence of the Chairman, to draw up and circulate the notice of Meeting inclusive of agenda prior to a Meeting.

The Secretaries of the Committee shall be entrusted to record all proceedings and minutes of each Meeting. The minutes of each Meeting shall be kept at the registered office of the Company and minutes of the Meetings shall be circulated to the Committee and be tabled to the Board.

5. Circular Resolution

A resolution in writing, signed by a majority of the Remuneration Committee members present in Malaysia for the time being entitled to receive notice of a meeting of the Remuneration Committee, shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Remuneration Committee.

This Terms of Reference is approved and adopted by the Board on 13 February 2020 and is available for reference in the Company's website at www.anekajaringan.com.my. This Terms of Reference shall be reviewed from time to time and updated in accordance with the needs of the Remuneration Committee and the Company, and any new regulations that may have an impact on discharge of responsibilities of the Remuneration Committee.