



MAJUPERAK HOLDINGS BERHAD

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE



MAJUPERAK HOLDINGS BERHAD

(Company No. 585389-X)

REMUNERATION COMMITTEE – TERMS OF REFERENCE

1. INTRODUCTION

The Board of Directors (“**Board**”) of Majuperak Holdings Berhad (“**Company**”) has established a committee of the Board known as the Nomination Committee. This is the terms of reference of the Remuneration Committee for the Company.

2. OBJECTIVES

To assist the Board of Directors in their responsibilities in assessing the remuneration packages of the executive directors and senior management.

3. COMPOSITION

The Board of Directors shall elect the Remuneration Committee members from amongst themselves and the number of Committee Members shall be at least three (3), comprised exclusively of Non-Executive Directors, a majority of whom must be Independent Directors.

The term of office and performance of the Remuneration Committee shall be reviewed by the Nominating Committee annually to determine whether the Remuneration Committee have carried out their duties in accordance with the terms of reference.

4. CHAIRMAN

The Chairman of the Remuneration Committee shall be elected from amongst the Remuneration Committee members and shall be a non-executive director. The Chairman of the Committee shall be approved by the Board of Directors.

5. MEETINGS

The Remuneration Committee shall meet at least once a year as and when deemed necessary for discharge of its responsibilities. The Remuneration Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as and when deemed necessary. The Chairman may call for meetings at any time at the Chairman's discretion.

The Secretary or a Company's Officer shall on the requisition of the members of the Remuneration Committee summon a meeting of the Remuneration Committee except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing.



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In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

The executive directors should play no part in decisions on their own remuneration. Each member is entitled to one vote in deciding the matters deliberated in the Meeting. The decision of the Remuneration Committee shall be by majority votes. In the event of equality of votes, the Chairman of the Remuneration Committee shall be entitled to casting vote.

6. CIRCULAR RESOLUTION

A resolution in writing signed or approved by letter, email, telex, telefax or other written electronic communications by the majority of the members who are sufficient to form a quorum, shall be valid and effectual as if it had been passed at a meeting. All such resolutions shall be described as "Remuneration Committee's Circular Resolutions" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book. Any such resolution may consist of several documents in like form, each signed by one or more directors.

7. QUORUM

A quorum shall consist of two (2) members.

8. AUTHORITY

The Remuneration Committee shall, in accordance with a formal and transparent procedure or process or policy on executive directors and senior management's remuneration packages to be determined and established by the Board of Directors and at the expense of the Company.

- a) shall review, assess and recommend to the Board of Directors the remuneration packages of the executive directors and senior management in all forms, with other independent professional advice or outside advice as necessary.
- b) shall be entitled to the services of a company secretary who must ensure that all decisions made on the remuneration packages of the executive directors and senior management be properly recorded and minuted in the minutes book.



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9. DUTIES AND RESPONSIBILITIES

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

- To review and assess the remuneration packages of the executive directors and senior management in all forms, with or without other independent professional advice or other outside advice to reflect the Board's responsibilities, expertise and complexity of the Company's activities.
- To ensure the levels of remuneration be sufficiently attractive and be able to retain directors needed to run the Company successfully.
- To structure the component parts of remuneration so as to align with the business strategy and long-term objectives of the Company and to link rewards to individual performance.
- To recommend to the Board of Directors the remuneration packages of the executive directors and senior management.
- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Remuneration Committee considers appropriate.

Dated: 27 August 2018