

**KUMPULAN H & L HIGH-TECH BERHAD**  
**[199401032123 (317805-V)]**

**Remuneration Committee – Terms of Reference**

**Objectives**

The objective of the Remuneration Committee (“the Committee”) is to ensure that the remuneration policies of the Company are competitive, thereby enabling the Company to attract and retain the right talent in the Board and Senior Management to drive the Company’s long-term objectives.

**Membership**

1. Membership and the Chairman of the Committee shall be appointed by the Board from amongst their members, consisting exclusively of Non-Executives with majority of them being independent directors and shall comprise not less than three (3) members.
2. If the number for any reasons fall below three (3), the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

**Chairman**

1. A suitable independent non-executive director determined by the Board shall be appointed as Chairman of the Committee. In the absence of the Chairman of the Committee, the members present shall nominate one amongst themselves to act as the Chairman of the Remuneration Committee meeting.
2. The Chairman of the Committee will report to the Board after each Remuneration Committee Meeting.

**Duties and Responsibilities**

1. To review and recommend to the Board the remuneration for Executive Directors and Key Senior Management by linking rewards to the corporate and individual performance.
2. To review and recommend to the Board on the remuneration of Non-Executive Directors of the Company, particularly on whether the remuneration remains appropriate to each Director’s contribution, by taking into account the level of expertise, commitment and responsibilities undertaken.
3. To consider and examine such other matters as the Committee considers appropriate.
4. To consider other matters as referred to the Committee by the Board.

### **Meetings and Procedures**

1. Meetings are to be held as and when necessary and at least once a year. The quorum for each meeting shall be two (2) members.
2. The Company Secretary of the Company shall be appointed Secretary of the Committee
3. Other Board members and/or other appropriate officers may attend meetings only upon the invitation of the Committee.
4. The Committee may recommend the engagement of external professional advisors to assist and/or advise the Committee and the Board, on remuneration matters, where necessary.
5. The Committee decides its own procedures and other administrative arrangements. The participation of the Committee members in the meeting can be facilitated by means of video or telephone conferencing.
6. Remuneration Committee members should abstain from discussion and from participating in decisions of their own remuneration packages.
7. Minutes of each meeting are kept by the Company Secretary as evidence that the Committee has discharged its functions.
8. A resolution in writing signed by a majority of the Committee members for the time being entitled to receive notice of meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Committee members. Any such document may be accepted as sufficiently signed by a Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Committee member.

### **Review of the Terms of Reference**

The Committee will review the Term of Reference periodically, and discuss any changes that may be required and recommended any such changes to the Board for consideration and approval.