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PUBLIC USE

"INFOLINE TEC" GROUP OF COMPANIES

STANDARD POLICY & PROCEDURE	EFFECTIVE **25 February 2025**	REV. NO. **2**
SUBJECT **REMUNERATION COMMITTEE**		

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE ("RC")

1. Objectives

The principal objective of the Remuneration Committee is to assist the Board of Directors ("**Board**") in their responsibilities: -

(a) to implement its policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration, fee and other benefits of the Board and senior management.

(b) to ensure that all Directors and senior management are fairly rewarded for their individual contribution to the Company's overall performance and that the remuneration is commensurate with the level of executive responsibility and is appropriate in light of the Company's performance.

2. Composition of members

The Board shall elect the RC members from amongst themselves, comprising exclusively of the Non-Executive Directors, of which a majority of whom are independent.

The term of office of the RC shall be for such time as determined by the Board and members of the RC may be re-nominated and appointed by the Board from time to time.

3. Chairman

The Chairman of the RC shall be an Independent Director appointed by the Board from amongst the RC members. The RC Chairman shall chair all the RC meetings but in the absence of the Chairman, the members of the RC can elect from amongst themselves as the Chairman of the RC meeting.

4. Secretary(ies)

The Secretary(ies) of the RC shall be the Company Secretary(ies) of the Company.

The Secretary(ies) shall be responsible for drawing up the agenda and circulating it prior to each meeting and keeping the minutes of meetings of the RC.

5. Meetings

The RC may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman or any member of the RC may call for additional meetings at any time at their discretion.

Reasonable notice of RC meetings shall be given in writing to all the RC members unless the RC waives such requirement.

The RC may hold a committee meeting at two (2) or more venues within or outside Malaysia using any technology that gives the RC members as a whole a reasonable opportunity to participate. Any member of the RC participates at a RC meeting by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting. A member participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Any meeting held in such manner shall be deemed to be held at such place as shall be agreed upon by the members attending the meeting provided that at least one (1) of the RC members present at the meeting was at such place for the duration of that meeting. All information and documents must be made equally available to all participants prior to or at/during the meeting.

Questions arising at any meeting of the RC shall be decided by a majority of votes of the members present, and in the case of equality of votes, the Chairman of the RC shall have a second or casting vote.

6. Quorum

A quorum shall consist of two (2) members.

7. Circular Resolution

A resolution in writing may be accepted as sufficiently signed by a member of the committee if transmitted to the Company by any technology purporting to include a signature and/or an electronic or digital signature by a majority of the RC members for the time being, shall be valid and effectual as if it had been passed at a meeting of the RC duly called and constituted. All such resolutions shall be described as “RC Members’ Resolution in Writing” and shall be forwarded or otherwise delivered to the Company Secretary(ies) without delay, and shall be recorded by the Company Secretary(ies) in the Company’s Minutes Book. Any such resolution may consist of several documents in like form, each signed by one (1) or more RC members.

8. Minutes

Minutes of each meeting shall be kept at the registered office and distributed to each member of the RC and also to the other members of the Board.

The Minutes of the RC 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 and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

9. Reporting

The Chairman of the RC shall report to the Board on the proceedings of each meeting and on matters as it considers appropriate within its terms of reference at least once a year, but more frequently if it so wishes, either formally in writing or verbally.

The RC shall report to the Board on any specific matters referred to it by the Board.

10. Authority

The RC shall, in accordance with the policies and procedures to determine the remuneration of Directors and at the expense of the Company:-

(a) review, assess and recommend to the Board the remuneration packages of the Directors in all forms, with other independent professional advice or outside advice as necessary.

(b) be entitled to the services of the Company Secretary(ies) who must ensure that all decisions made on the remuneration packages of the Directors be properly recorded and minuted in the minutes book.

11. Duties and Responsibilities

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

(a) To formulate and recommend a framework of remuneration for the Executive Directors and key senior management for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain the Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including the Director's fees, salaries, allowances, bonuses, options and benefit-in-kind;

(b) To formulate and recommend specific remuneration packages for the Executive Directors and key senior management. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not

be dependent on short-term performance to avoid incentives for excessive risk-taking. As for the Non-Executive Director and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board;

(c) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of the Executive Directors and key senior management;

(d) To implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and key senior management;

(e) To ensure the levels of remuneration be sufficiently attractive and be able to retain Directors needed to run the Company successfully;

(f) 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 the Company's strategy and performance;

(g) To ensure that the remuneration and incentives for Independent Non-Executive Directors do not conflict with their obligations to bring objective and independent judgement to the Board;

(h) To act in line with the directions of the Board;

(i) To consider and examine such other matters as the RC considers appropriate;

(j) To consider all other business transactions in accordance with the Discretionary Limit Authority which require RC's recommendations.

(k) To consider any other relevant matters as delegated by the Board.