

AUTOCOUNT DOTCOM BERHAD
Registration No. 202201006885 (1452582-U)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. DEFINITION:

- “Committee”** : The remuneration committee of the Company.
- “Company”** : Autocount Dotcom Berhad and by whatever name from time to time called.
- “CEO”** : The principal executive officer of the Company for the time being, by whatever name called, and whether or not he is a director.
- “Group”** : The Company and its subsidiary.
- “Listing Requirements”** : Bursa Malaysia Securities Berhad ACE Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
- “Board” or “Directors”** : The directors for the time being of the Company or such number of them as have authority to act for the Company.
- “Secretary”** : Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

2. DATE ESTABLISHED

The Committee was established on 26 September 2022.

3. OBJECTIVES

The Committee is established to:

- (i) Develop and formulate a transparent policy on the remuneration of Directors, and to set the remuneration package of the individual Director;

- (ii) Adopt a formal and transparent procedure for determining the remuneration package of the Director, which is to be based on objective considerations of the merits and values of the Director's contribution to the Company;
- (iii) Ensure that the executive director's remuneration, benefits and rewards are linked to corporate and individual performance;
- (iv) Ensure that the remuneration package is sufficient to attract and retain the Directors needed to manage the Company successfully; and
- (v) Annual review the remuneration packages to gauge its competitiveness and attractiveness, and to make recommendations if and when necessary.

The Committee shall also perform such other functions assigned by the Board.

4. COMPOSITIONS

The Board shall elect the Committee members from amongst themselves and it must be composed of no fewer than three (3) members consisting wholly of non-executive Directors, a majority of whom are independent.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board on annually basis to determine whether its members have carried out their duties in accordance with their terms of reference.

No alternate Director shall be appointed as a member of the Committee.

5. CHAIRMAN

The Chairman of the Committee shall be elected amongst the members of the Committee and shall be an independent non-executive director. The Chairman shall chair all meetings of the Committee other than matters concerning him/herself.

In the absence of the Chairman of the Committee, the remaining members present shall elect one of their members as Chairman of the meeting.

6. MEETINGS

The Committee 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 may call for additional meetings at any time at the Chairman's discretion.

The quorum for each meeting shall be two (2) members.

The Secretary shall on the requisition of the members of the Committee, summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

Other Board members and/or employees may attend the Committee meeting(s) upon invitation of the Committee.

Each member of the Committee is entitled to one (1) vote in deciding the matters deliberated in the meeting.

The decision that gained the majority votes shall be the decision of the Committee. In the event of an equality of votes, the Chairman of the Committee shall be entitled to a second or casting vote.

Member of committee may participate in a meeting by means of conference telephone, conference videotape or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee.

7. MINUTES

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board. The Committee Chairman shall report on the proceeding of each meeting to the Board.

The minutes of the Committee 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.

The Committee members may inspect the minutes of the Committee at the registered office or such other place as may be determined by the Committee.

8. FUNCTION AND RESPONSIBILITIES

- (i) to review and recommend to our Board the appropriate remuneration packages for the Independent Non-Executive Director(s) as well as the executive director(s) of our Company, with or without other independent professional advice or other outside advice;
- (ii) to formulate policies, guidelines and set criteria for remuneration packages for the Directors of our Company;
- (iii) to ensure that the Directors are fairly and appropriately remunerated according to the industry, general market sentiments or conditions;
- (iv) to determine the composition of the various types of components of remuneration such as basic salary, bonus and other benefits in kind for the executive directors and key senior management of our Company;

- (v) to ensure all necessary actions are taken expediently by our Board to offer appropriate rewards, benefits, compensation and remuneration and to ensure that the levels of remuneration are sufficiently attractive to retain Directors and structuring the remuneration packages to link rewards to the individual performance;
- (vi) to ensure that all remuneration packages and benefits given to the Directors are in compliance with all laws, rules, requirements, regulations and guidelines set by the relevant authorities and our Board from time to time;
- (vii) to attend to any other function that may be delegated by our Board which would be beneficial to our Company and ensure the effective discharge of the Committee's duties and responsibilities; and
- (viii) to carry out such other functions or assignments as may be delegated by our Board from time to time.

9. OTHER FUNCTIONS

- (i) The Committee may obtain such information as it may require on the remuneration of any executive director, executive officer or employee of the Group.
- (ii) The Committee shall be entitled to secure the attendance of any person with the relevant experience and expertise at committee meetings if the Committee considers this appropriate.
- (iii) In considering its recommendations to the respective Board of Directors of the Group, the Committee shall be entitled to ensure that performance-related elements of remuneration should form a significant proportion of the total remuneration package of executive directors, managing director as well as key senior management of the Group and should be designed to align their interests with those of shareholders and to give such executive directors, managing director and key senior management such incentives to perform at the highest levels.
- (iv) The Committee may recommend to the respective Board of Directors of the Group, reasonable remuneration packages needed to attract, retain and motivate the Group's executive directors and executive officers of the quality required.
- (v) The Committee may consider and recommend to the respective Board of Directors of the Group, where to position the executive directors or executive officers relative to other companies and to be aware what comparable companies are paying, taking account of relative performance and using such comparisons with caution.
- (vi) The Committee shall consider other matters as referred to the Committee by the Board or the Board of Directors of the respective subsidiaries.

10. ATTENDANCE OF OTHER DIRECTORS AND EMPLOYEES

The Board must ensure that other Directors and employees attend any particular Committee meeting only at the Committee's invitation, specific to the relevant meeting.

11. RIGHTS OF THE COMMITTEE

- (i) The Company must ensure that wherever necessary and reasonable for the performance of its duties, the Committee must, in accordance with a procedure to be determined by the Board and at the cost of the Company:
 - a) Have authority to investigate any matter within its terms of reference;
 - b) Have the resources which are required to perform its duties;
 - c) Have full and unrestricted access to any information pertaining to the Company;
 - d) Be able to obtain independent professional or other advice; and
 - e) Be able to convene meetings excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

12. REVIEW OF THE COMMITTEE

- (i) The Board of the Company must review the following:
 - a) Terms of office of each of its members on annually basis; and
 - b) Performance of the Committee and each of its members annually,

to determine whether the Committee and such members have carried out their duties in accordance with their terms of reference.

13. AUTHORITY

- (i) The Committee is authorised:
 - a) To seek any information it requires from any employee of the Company in order to perform its duties;
 - b) To obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
 - c) To call any employee to be questioned at a meeting of the Committee as and when required.

14. ELECTED MEMBERS

For information on the current members of the Committee, please refer to the *Corporate Information* section, under “**Investor Relations**” on the Company's corporate website at: www.autocountsoft.com.

15. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the members of the Committee for the time being 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 two (2) or more of the members of the Committee. Any such documents may be accepted as sufficiently signed by a Committee if transmitted to the Company by facsimile or electronic mail or digital written message to include as a signature of a member of the Committee.

16. REVIEW OF THE TERMS OF REFERENCE

The Committee shall recommend any changes to its terms of reference in such manner as the Committee deems appropriate to the Board for approval. The terms of reference shall be assessed, reviewed and updated where necessary i.e. when there are changes to the Malaysian Code of Corporate Governance, Listing Requirements or any other regulatory requirements. It should also be reviewed and updated when there are changes to the direction or strategies of the Group that may affect the Committee's role.

This Terms of Reference was adopted by the Board on 26 September 2022.

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