



**JAYA TIASA HOLDINGS BERHAD**

(Company No. 3751-V)

**REMUNERATION COMMITTEE**

**TERMS OF REFERENCE**

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE (RC)**

### **1. Composition**

The members of the RC shall be appointed by the Board of Directors, and shall consist of not less than three (3) members, comprising exclusively of non-executive Directors, a majority of whom must be independent Directors.

The Board of Directors shall appoint the Chairman of the RC who shall be an Independent Non-Executive Directors.

### **2. Duties**

The duties of the RC are as follows:-

- 2.1 To review and recommend the remuneration policy and procedures for Directors and Senior Management including changes to the policy and procedures as and when necessary;
- 2.2 To recommend to the Board the remuneration packages for Executive Directors including term of office and contract of service drawing from outside advice as and when necessary.
- 2.3 To recommend to the Board any performance related pay schemes for Executive Directors.
- 2.4 To consider other matters as referred to the Committee by the Board.

The determination of remuneration packages of individual executive Directors shall be a matter for the Board as a whole, with the interested Director abstaining from discussing his/her remuneration.

### **3. Quorum, Meetings and Authorities**

The RC shall meet at least once a year. More meetings may be convened if the need arises.

Two (2) members shall form a quorum of the RC meeting.

In the absence of the chairman, the members present shall elect one of their members as chairman for the meeting.

The RC may request other Directors and management personnel to participate in RC meetings, as necessary, to carry out the RC's responsibilities.

The Company Secretary shall be the Secretary of the RC. The Secretary, in collaboration with the chairman, shall draw up meeting agendas and notice of meeting, which shall be circulated at least one (1) week prior to each meeting to the members of the RC.

The minutes of all RC meetings shall be circulated to members of the Board.

The RC shall be provided with sufficient resources to undertake its duties and has unrestricted access to the services of the Company Secretary on all RC matters.

Any independent advice sought by the RC member should be discussed with the management and brought up at the Board Meeting to establish the relevance of such independent advice.

#### **4. Review of the Terms of Reference**

The members of the Committee will review the above Terms of Reference from time to time whenever deem necessary for approval by the Board. The latest copy of the terms of reference of the Committee shall be made available on the Company's website.

<b>No.</b>	<b>Jaya Tiasa Holdings Berhad Terms of Reference of Remuneration Committee</b>	<b>Date</b>
i.	Adopted	27 August 2013
ii.	First Revision	23 May 2018