



REMUNERATION COMMITTEE
TERMS OF REFERENCE

Date	Description
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1.0 Objective

The principal objective of the Remuneration Committee (“RC”) is to assist the Board of Directors (“the Board”) of Kwantas Corporation Berhad (“Kwantas” or “the Company”) to assess and review the remuneration packages of the Board and Senior Management to be in line with the business strategy and long term objectives of the Company.

2.0 Membership and Composition

The members of the RC shall be appointed by the Board from amongst the Directors of the Company and shall comprise of at least three (3) members, all of whom shall be Non-Executive Directors, with a majority of them being Independent Directors.

The membership of RC will cease automatically when the member ceases to be a Director of the Company.

In the event of any vacancy in the RC resulting in the number falling below three (3), the Board shall, within three (3) months from the date of the change, appoint such number of new members as may be required to make up to the minimum of three (3) members.

3.0 Chairman

The Chairman of the RC shall be selected from amongst the RC members, who shall be a Senior Independent Non-Executive Director.



4.0 Secretary

The Company Secretary of the Company shall be the Secretary of the RC. The Secretary shall record, prepare and circulate the minutes of the RC meetings and ensure that the minutes are properly kept and produced for inspection if required.

5.0 Meetings

5.1. Quorum

The quorum for the RC meeting shall be two (2) members. In the absence of the Chairman of the RC, the members present shall elect one (1) of their members to chair the meeting.

5.2. Frequency

The RC meeting shall meet at least once a year. Additional meetings shall be held as and when deemed necessary.

5.3. Venue and Participation

Meeting of the RC may be held concurrently at two (2) or more venues within or outside Malaysia by ways of telephone or video conferencing or any other means of audio-visual communications and the members shall be deemed to be present in person and be counted in a quorum accordingly.

The RC may also invite other Board members and Senior Management of the Company and the Group to attend the meeting at its discretion.



5.4. Notice

The notice of each meeting of the RC confirming the venue, time and date and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the RC at least seven (7) days before the date of the meeting.

5.5. Circular Resolution

In the event matters requiring the RC's decision arise between meetings, such matters could be resolved through circular resolution supported by relevant papers setting out details of the subject matters. Any such resolution may consist of several documents in like form, each signed by one (1) or more of the members of RC.

6.0 Duties and Responsibilities

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

- 6.1. To review and recommend to the Board a fair and transparent remuneration packages for Executive Directors and Senior Management of Kwantas and the Group to attract, retain and motivate them needed to run the Company and the Group successfully having regard to Kwantas Remuneration Policy and Procedure.
- 6.2. To review and endorse the Executive Directors' recommendation on the annual salary increment, bonus and other benefits extended to the employees.
- 6.3. To review and recommend to the Board the remuneration of Non-Executive Directors based on the experience and level of responsibilities undertaken by the particular Non-Executive Director concerned.



6.4. To review the Remuneration Policy and Procedure relating to Group Human Resources Department.

6.5. To consider and examine such other matters as the RC considers appropriate.

7.0 Review of the Terms of Reference

The terms of reference of the RC shall be reviewed from time to time to determine its adequacy for the current circumstances, the Company's policies and applicable rules and regulations.