



A-RANK BERHAD

(Company No. 633621-X)
(Incorporated in Malaysia)

**TERM OF REFERENCE –
REMUNERATION COMMITTEE**

(V2-2018 - Approved by Board on 29 June 2018)

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1. COMPOSITION

The members of the Remuneration Committee ("RC") shall be appointed by the Board from amongst their number, consisting wholly of Independent Non-Executive Directors and shall consist of not less than three (3) members.

The members of the RC shall elect the Chairman from amongst their members.

If a member of the RC ceases to be a member with the result that the number of members is reduced 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.

2. DUTIES & RESPONSIBILITIES / REMUNERATION POLICY

In fulfilling its primary objectives, the RC shall undertake the following responsibilities and duties, and report the same to the Board; where appropriate:

a) To review and recommend the remuneration for Executive Directors and Key Senior Management

The remuneration of the Executive Directors and Key Senior Management consist of basic salaries, bonuses and benefit-in-kind. The RC is responsible for reviewing and recommending the remuneration of each Executive Directors and Key Senior Management to the Board for approval and ensure the remuneration packages are:

- sufficient to attract and retain the Executive Directors and Key Senior Management needed to run the Group successfully;
- fairly rewarded for their individual contributions to the Group's overall performance;
- should be structured so as to link rewards to corporate and individual performance; and
- reflect the experience and level of responsibilities undertaken by the particular Executive Director and Key Senior Management concerned.

Key Senior Management who report to the Managing Director and/or Executive Director are evaluated annually by the Managing Director and/or Executive Director. Thereafter, the Managing Director and/or Executive Director proposed their remuneration to the RC and RC will recommend to the Board for approval.

b) To review and recommend the remuneration for Non-Executive Directors

The remuneration of the Non-Executive Directors consists of Directors' fees and benefits payable being meeting allowances.

c) To review and recommend the Directors' fees and benefits

The determination of the Directors' fee and benefits for Directors is a matter for the Board as a whole, depending on any additional responsibilities taken. The Directors' fees and benefits for Directors are presented to the shareholders at the Annual General Meetings for their approval.

Based on the recommendation by the RC, the Board as a whole determines the remuneration of Executive and Non-Executive Directors as well as the Key Senior Management with individual Directors abstaining from decisions in respect of their individual remuneration.

3. MEETING, MINUTES AND PROCEDURE

A Meetings are held as and when necessary, and at least once a year. The quorum for each meeting shall be two (2) members.

The Company Secretary shall be appointed Secretary of the RC and in conjunction with the Chairman, shall draw up the agenda which shall be sent to all members of the RC and other persons who may be required/invited to attend.

The Managing Director and/or Executive Director may be invited to attend and make presentations at meetings, whenever business is not related to Executive Directors' remuneration. The RC may appoint External Consultants to aid the RC in the discharge of its duties.

The RC decides its own procedures and other administrative arrangements. The Chairman of the RC reports to the Board after each RC meeting. Minutes of each meeting are kept by the Company Secretary as evidence that the RC has discharged its functions.

A resolution in writing signed by a majority of the RC members for the time being entitled to receive notice of meeting of the RC, shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more RC members. Any such document may be accepted as sufficiently signed by a RC member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a RC member.

4. REVIEW

This Term of Reference is approved and adopted by the Board of Directors and the RC of A-Rank Berhad on 29 June 2018. The RC 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.