



REMUNERATION COMMITTEE TERMS OF REFERENCE

1. OBJECTIVE

The objective of the Remuneration Committee is to determine the Directors' Remuneration so as to ensure the Company attracts and retains experienced and capable Directors to run the Group successfully. The component parts of remuneration should be structured so as to link rewards to corporate and individual performance, in the case of Executive Directors. In the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibilities undertaken by the particular Non-Executive concerned.

2. COMPOSITION AND MEMBERSHIP

- 2.1 The Committee shall be appointed by the Board from among their number and shall consist wholly or mainly of Non-Executive Directors and not less than two (2) members.
- 2.2 The members of the Committee shall elect a Chairman from among their number who is a Non-Executive Director.
- 2.3 If a member of the Committee resigns, dies or for any reason ceases to be a member with the result that the number of members is reduced below two (2), 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 two (2) members.
- 2.4 The appointment of a Committee member terminates when the member ceases to be a Director.

3. RIGHTS AND AUTHORITY

- 3.1 The Committee is authorised by the Board to make decisions on matters which fall within the purpose and responsibilities of the Committee within these terms of reference. It is authorised to seek any information if requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- 3.2 The Committee is authorised by the Board to seek outside legal or other professional assistance if it considers necessary.

4. FUNCTIONS

The functions of the Remuneration Committee shall be:

- a) to recommend to the Board the remuneration of the Executive Chairman, Managing Director and Executive Directors depending on the existence and need of these positions in the organisation structure of the Company.

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- b) to assume responsibility for all elements of Executive Directors' remuneration, such as:
- Basic Salary
 - Bonus Scheme
 - Share Options
 - Any other customary benefits
 - Pension Arrangements
- and establish a formal and transparent procedure for developing proper policy towards determining the level of remuneration and for fixing the remuneration packages of individual Director. No Director should play a part of decision of his own remuneration packages.
- c) to ensure that remuneration is directly related to performance of each individual Executive Director.
- d) to recommend to the Board, guidelines for determining remuneration of the Non-Executive Directors. The determination of the remuneration of the Non-Executive Directors will be a matter for the Board as a whole.
- e) to obtain the necessary internal and external information to compare the remuneration currently earned by the Executive Directors and those paid to Executive Directors of other companies of a similar size in comparable industry sector and if necessary to out-source the appropriate professional advice to assist the Company to achieve at a proper basis and quantum for any new remuneration recommendation.
- f) to see that the bonus scheme and awards under the Company's share option schemes are consistent with the Company's overall performance and the individual's performance.
- g) to provide an objective and independent assessment of the benefits in kind granted to Executive Directors.
- h) to ensure that there are adequate pension arrangements for the Executive Directors if such benefit is found relevant and necessary to introduce and maintain.
- i) to consider what and how details of Executive Directors' remuneration should be reported and presented in the Company's Annual Report in accordance to the statutory or regulatory requirements.
- j) to introduce any or procedures which would enable the smooth administration and effective discharge of the Committee's duties and responsibilities.
- k) to furnish a report to the Board of any findings of the Committee.

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5. MEETINGS

- 5.1 A minimum of one meeting per year is to be planned, although additional meetings may be called at any time at the Remuneration Committee Chairman's discretion. An agenda shall be sent to all members of the Committee and any other persons who may be required to attend.
- 5.2 The quorum of each meeting shall be two (2) members.
- 5.3 Members of the Committee may participate in its meeting by means of teleconferencing, video-conferencing or any other communication equipment. Such participation in a meeting shall constitute presence in person at such meeting.
- 5.4 Minutes of each meeting shall be kept and distributed to all attendees (members) of the Nomination Committee Meeting. The Chairperson of the Committee shall report on each meeting to the Board.
- 5.5 A resolution in writing, signed or approved by letter, telegram, telex, telefax or electronic means by a majority of the Committee members for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members of the Committee and shall be recorded in the Committee's minutes book.
- 5.6 The record of papers and materials presented to the Committee, as well as minutes of the meeting and resolution in writing are maintained and kept in the registered office and are accessible to the Committee and the Board.

6. SECRETARY

The Secretary to the Committee shall be the Company Secretary or any other person appointed by the Committee.

7. REVIEW OF TERMS OF REFERENCE

This Terms of Reference will be periodically reviewed to ensure that it remains aligned with the Committee's role and responsibilities, and make any changes deemed necessary.

8. ACCESS TO TERMS OF REFERENCE

This Terms of Reference is accessible on the Company's website at www.pintaras.com.my.