

**D'NONCE TECHNOLOGY BHD.**

(Company No. 503292-K)

(Incorporated in Malaysia)

**Terms of Reference of the Remuneration Committee**

These Terms of Reference shall supersede the previous established terms of reference.

**1. AUTHORITY AND GENERAL SCOPE**

- 1.1 The Board has constituted the Remuneration Committee with the authorities necessary to perform the duties and responsibilities as outlined in these Terms of Reference.
- 1.2 The Board will ensure that the Remuneration Committee has sufficient resources to undertake its duties, including access to the services of the Company Secretary on all Remuneration Committee matters, seek any information it requires from employees, company officers and external parties.
- 1.3 The Board as a whole determines the remuneration of the Executive and Non-Executive Directors (including Non-Executive Chairman) and senior management of the Company. Individual directors shall abstain from discussion on their own remuneration packages. The Directors who are shareholders should abstain from voting at General Meetings to approve their fees.
- 1.4 These terms of reference may from time to time be amended as required, subject to the approval of the Board.

**2. MEMBERSHIP**

- 2.1 The Remuneration Committee shall be appointed by the Board of Directors from amongst their members and comprising wholly or mainly of Non-Executive Directors. The Remuneration Committee shall consist of not less than three (3) members, and a majority of them must be independent directors.
- 2.2 The Chairman of the Committee shall be appointed by the Board amongst the Committee's member and shall be an Independent Non-Executive Director. In the absence of the Committee Chairman, the Committee shall elect a Chairman from amongst their number who shall be Independent Non-Executive Director.
- 2.3 If the number of members, for whatever reasons, falls below three (3), the Board of Directors shall, within three (3) months of the event, appoints such number of new members as may be required to make up the minimum number of three (3) members.

- 2.4 A member who wishes to retire or resign from the Remuneration Committee, while he is still a member of the Board, shall notify the Board in writing by giving at least one (1) month's notice, unless waived or shortened by the Board.
- 2.5 The office of a member shall become vacant upon the member's resignation/retirement/removal or disqualification as a Director of the Company.

### **3. DUTIES AND RESPONSIBILITIES**

- 3.1 Develop and agree with the Board the remuneration policy framework for the Non-Executive Director, Executive Directors and senior management with the aim to attract, retain and motivate high calibre individuals required by the Board on long term basis and so structured as to align their interests with those of the Company and its shareholders.
- 3.2 Review and make recommendations to the Board the remuneration packages and other terms of employment for each of the Chief Executive Officer, Executive Directors and senior management, taking into account the market rates so as to link rewards to the Group and individual performance, drawing from external advice as necessary. The Executive Directors should play no part in the decisions of their own remuneration.
- 3.3 To review and recommend to the Board the remuneration packages for Non-Executive Directors, taking due account of their experience and degree of responsibilities undertaken.
- 3.4 To review indemnity and liability insurance policies for the Directors and Officers of the Company.
- 3.5 To oversee the qualitative and quantitative disclosure of remuneration made in the Annual Report and notice of general meeting.
- 3.6 To deliver explanation to shareholders during general meetings on matters related to directors and senior management remuneration, in addition to the overall remuneration framework of the Company.
- 3.7 To carry out its duties in the manner that it deemed expedient, subject always to any regulations or restrictions that may be imposed upon the Remuneration Committee by the Board of Directors from time to time as to be in line with the directions of the Board.
- 3.8 Review the on-going appropriateness and relevance of the remuneration policy.
- 3.9 To consider and examine such other matters as the Remuneration Committee considers appropriate.

#### **4. MEETINGS**

The Company Secretary shall be the secretary of the Committee.

##### **4.1 Frequency of meetings and attendance**

4.1.1 The meetings shall be held at least once a year. Additional meetings may also be held by the Remuneration Committee to discuss other issues, which the Remuneration Committee considers necessary.

4.1.2 Meetings should be organised so that attendance is maximised.

4.1.3 The Remuneration Committee shall have full discretion with regard to the calling of the meetings and the proceedings thereat and may invite any Director or management to its meetings.

##### **4.2 Quorum and voting**

4.2.1 The quorum necessary for the transaction of business shall be two (2), of whom at least one must be an Independent Director. A duly convened meeting of the Remuneration Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretion vested or exercisable by the Committee.

4.2.2 Each member present shall have one vote. All resolutions passed in the meeting shall be by majority votes. If the votes for and against a resolution are equal, the Chairman of the meeting shall have a casting vote.

4.2.3 In the absence of the Chairman of the Committee, the members present shall elect one of their members to chair the meeting.

##### **4.3 Notice of Meetings**

4.3.1 Meetings of the Remuneration Committee shall be arranged by the Secretary at the request of the Remuneration Committee Chairman or any other member of the Remuneration Committee.

4.3.2 The notice of each meeting confirming the date, time, venue and agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the Remuneration Committee at least 5 business days in advance of each scheduled meeting date. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

4.4 Minutes of Meetings

- 4.4.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Remuneration Committee, including the names of those present and in attendance.
- 4.4.2 Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated promptly to all members of the Remuneration Committee, once agreed, to all members of the Board, unless a conflict of interest exists.

**5. REPORTING PROCEDURES**

- 5.1 The Remuneration Committee is authorised to regulate its own procedures and in particulars the calling of meetings, the notice to be given of such meetings, the voting and proceeding thereat, the keeping of minutes and the custody, production and inspection of such meetings.
- 5.2 The minutes of meetings shall be circulated by the Secretary of the Committee to the Committee members. The Chairman of the Committee shall report to the Board after each Remuneration Committee meeting.
- 5.3 The Remuneration Committee shall produce a report on the Company's remuneration policy and practices which will form part of the Company's annual report and ensure each year that it is put to shareholders for approval at the Annual General Meeting.

**6. ADVISORS**

- 6.1 The Remuneration Committee is authorised by the Board to appoint internal or external professional advisors as and when it is considered necessary when carrying out its tasks under these terms of reference, as it considers necessary and reasonable to carry out its duties, at the expense of the Company