



MATANG BERHAD
(Company No.: 1142377-X)
(Incorporated in Malaysia)

TERMS OF REFERENCE REMUNERATION COMMITTEE

1.0 Objectives

The Remuneration Committee (or “Committee”) is established to provide overall guidance and making recommendations to the Board of Directors (“Board”) the remuneration and other benefits for the Directors of the Company. The Committee will have such other duties and responsibilities as assigned to it from time to time by the Board.

2.0 Duties & Responsibilities

To review and recommend to the Board the remuneration and other benefits of the Executive Directors and Senior Executives of the Company. Any individual Executive Director who is on the Committee should play no part in any decision on his/her own remuneration.

The remuneration packages of non-executive director shall be a matter to be decided by the Board of Directors as a whole with the director concerned abstaining from discussion and voting on any decision on his/her own remuneration.

The Remuneration Committee shall also formulate policies and procedures for determining the remuneration and benefits of the Executive Directors and Senior Executives of the Company, the policies and procedures of which shall be approved by the Board for adoption by the Company.

3.0 Composition

- 1) The Remuneration Committee shall comprise not less than three (3) members, including the Chairman shall be established by the Board of Directors of the Company. It shall consist wholly or mainly of Non-Executive Directors of the Company.
- 2) Where the membership of the Committee falls below three (3) due to retirement or resignation or any other reason, the vacancy must be filled within three (3) months to make up the minimum of three (3) members.
- 3) Alternate Director shall not be eligible for appointment as a member of the Committee.

- 4) The terms of office and performance of each of the members of the Committee shall be reviewed by the Board as and when necessary, at least once every three (3) years.
- 5) The effectiveness of the Committee shall be assessed by the Board on an annual basis.

4.0 Meetings

- 1) The Committee shall meet as and when the need arises subject to at least one (1) meeting per year.
- 2) Any three (3) members of the Committee shall constitute the quorum. In the absence of the Chairman, the members present shall elect one amongst themselves to be the Chairman of the meeting.
- 3)
 - (a) A Committee member shall be deemed to be present at a meeting of the Committee if he participates by instantaneous telecommunication device and all members of the Committee participating in the meeting of the Committee are able to hear each other and recognize each other's voice, and for this purpose, participation constitutes prima facie proof of recognition. For the purposes of recording attendance, the Chairman or Secretary of the Committee shall mark on the attendance sheet that the committee member was present and participating by instantaneous telecommunication device.
 - (b) A Committee member may not leave the meeting by disconnecting his instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the meeting and a committee member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the committee meeting by instantaneous telecommunication device unless he has previously obtained the express consent of the Chairman of the committee meeting to leave the meeting.
 - (c) Minutes of the proceedings at a committee meeting by instantaneous telecommunication device will be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as correct minutes by the Chairman of the committee meeting.
- 4) Questions arising at any meeting shall be decided upon by a majority vote, each member having one (1) vote. In the event of a tie, the Chairman shall have a second or casting vote.
- 5) The Company Secretary shall be the Secretary of the Committee at all meetings and shall be entrusted to record all proceedings and minutes of the Committee's meetings which shall be kept and circulated to all members of the Committee and of the Board.
- 6) The Committee may invite any other Directors or employee of the Company to attend any of its meeting to assist the Committee in its deliberations.

5.0 Authority

The Committee is authorised to obtain external professional advice with the relevant experience and if necessary, the expertise may if required be invited to attend any of its deliberations.

6.0 Information for Annual Disclosure

The Committee shall provide such information to the Board as necessary to assist the Board in making a disclosure in the Annual Report in accordance with the Malaysian Code on Corporate Governance and the ACE Market Listing Requirements of Bursa Securities.

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