

# TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

**REACH TEN  
GROUP**

# **TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**

APPROVED BY,



DIRECTOR

CHIN YU LAY

**1. OBJECTIVE**

- a. Periodically review the remuneration policies through a transparent and independent process for the Managing Director, Executive Directors, Non-Executive Directors and Senior Management.
- b. Reviewing and making recommendations for approval by the Board in respect of matters relating to the remuneration of Directors and senior management.

**2. COMPOSITION**

- a. The Board shall appoint the members from amongst the Directors and shall consist of not less than three (3) members, all of whom shall be Non-Executive Directors with a majority of them being Independent Non-Executive Directors.
- b. The Chairman of the Committee shall be an Independent Non-Executive Director.
- c. The Chairman of the Board should not be a member of the Committee.
- d. No Alternate Director shall be appointed as a member of the Committee.
- e. All members of the Committee shall hold office only as long as they serve as Directors of the Company. If any member of the Committee ceases to be a Director of the Company, his or her membership in the Committee shall automatically cease forthwith.
- f. In the event that the membership of the Committee for any reason is reduced to less than three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.
- g. The Company Secretary or any such other person authorised by the Board of Directors or the Chairman of the Committee shall act as the Secretary to the RC. This person shall be responsible for keeping accurate minutes of all proceedings, including disclosures of interest, and ensuring records are tabled at the next Board meeting.

**3. AUTHORITY**

- a. Seek the services of a Company Secretary who must ensure that all appointments are properly made and that all decisions made regarding the remuneration packages of Directors are properly recorded.
- b. Have full and unrestricted access to any information pertaining to the Company or the Group.
- c. Obtain external legal or other independent professional advice as necessary for the performance of its duties.

**4. DUTIES AND RESPONSIBILITIES**

- a. Review the remuneration policies and packages of the Executive Directors, members of the Committees of the Board and Senior Management, and recommend to the Board for approval.
- b. Ensure that the remuneration packages of Executive Directors and Senior Management reflect the market value, merit, qualification, expertise, performance, responsibilities, taking into consideration the Group's business and performance.
- c. Ensure that Non-Executive Directors receive the level of remuneration packages that reflect the experiences, responsibilities and time commitment undertaken.
- d. Review major changes in employee remuneration and benefit structures throughout the Group.
- e. To carry out other responsibilities, functions or assignments as may be prescribed by the Board from time to time.

**5. PROCEEDINGS OF MEETINGS**

- a. The Committee shall meet not less than once a year and additional meetings may be called as and when deemed necessary.
- b. The quorum for a meeting of the Committee shall consist of two (2) members and a majority of the members present must be Independent Directors.
- c. The meeting of the Committee may be held and conducted through the telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.
- d. A matter put to vote at the Committee meetings shall be decided by a simple majority of the votes. In the event of an equality of votes, the Chairman has the casting vote. The Chairman shall not have a casting vote when only two (2) members (one of whom is the Chairman) form a quorum or when only two members are competent to vote on the question at issue.
- e. Any member of the Committee who has an interest or is involved directly or indirectly in any matter under consideration by the meeting, must declare his/her interest in the matters and he/she shall abstain from deliberating and voting.
- f. The Committee may, as and when deemed necessary, invite any Board members or any member of management or any employee of the Company, who the Committee thinks fit, to attend the meetings to assist and provide pertinent information as necessary.
- g. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- h. Minutes of Committee meetings shall be kept by the Company at the registered office or a place determined by the Board pursuant to the Companies Act 2016 and circulated to each member of the Committee and the Board.
- i. The Company Secretary, in consultation with the Chairman of the Committee, shall draw up the agenda and notice of the meeting.
- j. The notice of the meeting, together with the meeting materials, shall be circulated at least five (5) business days or shorter notice where it is unavoidable, prior each meeting to the members of the Committee.
- k. Meeting papers should be clear and comprehensive to provide concise information to the members to facilitate their deliberation and decision-making. All members are given sufficient time to review the meeting papers prior to Board meetings.
- l. A resolution in writing signed or approved by letter, electronic mail or other forms of electronic communications by all Committee members shall be deemed to have been passed at a meeting of the Committee duly called and constituted. Any such resolution may consist of several documents in like form, each signed by one (1) or more Committee members.

**6. REVIEW OF THE TERMS OF REFERENCE**

- a. The Terms of Reference shall be reviewed and updated from time to time to ensure its relevancy.
- b. The latest copy of the Terms of Reference of the Committee shall be made available on the Company's website.