



(Company No. 250857-T)

Remuneration Committee

Terms of Reference

- 1. MEMBERSHIP**
- 2. QUORUM**
- 3. COMPANY SECRETARY**
- 4. DUTIES AND RESPONSIBILITIES**
- 5. ACCESS TO INFORMATION AND ADVICE**
- 6. REMUNERATION POLICY**



(Company No. 250857-T)

1. MEMBERSHIP

The Remuneration Committee ("RC") consists of the following members:-

- Lau Mong Ying (Chairman/Managing Director)
- Chin Chew Mun (Member/Independent Non-Executive Director)
- Lau Mong Fah (Member/Non-Independent Non-Executive Director)

The RC shall be appointed by the Board of Directors of Prolexus Berhad ("the Board") from amongst its members and consisting mainly non-executive directors. Members of the RC shall elect from among themselves a Chairman.

The RC shall meet to carry out its duties and responsibilities stated below. Each individual director shall abstain from deliberation on his own remuneration.

2. QUORUM

The quorum for a meeting shall be two (2) members both of whom shall be non-executive directors. In the absence of the Chairman of the RC, members present shall elect a Chairman for the meeting from amongst the non-executive directors present.

3. COMPANY SECRETARY

The Company Secretary shall act as the secretary of the RC and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to committee members prior to each meeting.

The minutes of each meeting shall be kept and distributed to all members of the Board by the Company Secretary.

4. DUTIES AND RESPONSIBILITIES

The RC's duties and responsibilities are as follows:-

- (i) To recommend to the Board the remuneration package of executive directors in all its form, drawing from outside advice, if necessary.
- (ii) To recommend to the Board the remuneration of non-executive directors which shall be a decision of the Board as a whole, save and except where the remuneration is in respect of



(Company No. 250857-T)

any member or members of this committee.

(iii) To recommend to the Board the remuneration package of senior management.

5. ACCESS TO INFORMATION AND ADVICE

The RC is authorised by the Board to investigate any activity within its terms of reference. It shall be provided with the resources to perform its duties in full and unrestricted access to information pertaining to the Group.

The RC shall also have the right to consult independent experts where they consider it necessary to carry out their duties.

6. REMUNERATION POLICY

The executive directors play no part in decisions on their remuneration. The determination of remuneration packages of non-executive directors and senior management shall be a matter for the Board as a whole. The remuneration package of the executive directors is structured so as to link rewards to corporate and individual performance and the level of responsibilities, while that of the senior management to their individual performance and level of responsibilities.

The remuneration package of non-executive directors is structured to reflect the experience and level of responsibilities undertaken.

Upon recommendation of the RC, the Board shall deliberate and propose the remuneration of directors to shareholders for approval at the annual general meeting.