



JAYCORP BERHAD

(Company No.:459789-X)

REMUNERATION COMMITTEE

COMPOSITION AND TERMS OF REFERENCE

1. Composition

The Remuneration Committee of Jaycorp Berhad (“Jaycorp” or “the Company”) shall be appointed by the Directors from among themselves via a Director’s resolution and shall compose of wholly Non-Executive Directors.

The members of the Remuneration Committee shall elect a Chairman from among themselves. All members of the Remuneration Committee, including the Chairman, will hold office only so long as they serve as Directors of Jaycorp.

2. Terms of Reference

I. Objective

The objective of the Remuneration Committee is to set the policy framework and to make recommendations to the Board on all elements of the remuneration, terms of employment, reward structure and fringe benefits for Managing Director, Executive Directors, Chief Financial Officer and other selected top management positions with the aim to attract, retain and motivate individuals of the highest quality.

Executive Directors shall abstain from the deliberations and voting on decisions in respect of their respective remuneration package.

The remuneration and entitlements of the Non-Executive Directors including the Non-Executive Chairman shall be a matter to be decided by the Board of Directors as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his individual remuneration.

II. Authority

In carrying out its duties and responsibilities, the Remuneration Committee will in principle have access to Jaycorp's records, properties and personnel. The Remuneration Committee may obtain the advice of external consultants on the appropriateness of remuneration package and other employment conditions if required.

The Remuneration Committee will review the compensation of Executive Directors, the Managing Director and recommend appropriate adjustments to the Board of Directors for their approval.

3. Duties and Responsibilities

The following are the main duties and responsibilities of the Remuneration Committee collectively. These are not exhaustive and can be augmented if necessary by Board approval:

- I. Set, review, recommend and advise the Board of Directors on the policy and framework for the directors' remuneration and benefits as well as the remuneration packages and terms and conditions for the executive directors, chief executive officer and other key senior management executives ensuring that the level of remuneration and benefits were sufficiently competitive to attract, motive and retain a team of executive directors and key executives to manage the Company successfully and profitably.
- II. Review and recommend to the Board of Directors the contributions and performance of the executive directors, chief executive officer and key management executives on an annual basis to determine the level of rewards, both monetary and non-monetary, to be distributed to them based on the Company's profit performance as well as individual contributions and performance and taking into consideration current market practice.
- III. Non-Executive Directors to be paid annual Directors' fees and sitting allowances and reimbursement for attending Board and Board Committee meetings on company's matters. The level of such payments would be determined at full Board level meetings.
- IV. Review the history of and proposals for the remuneration package of the Company's committees.

4. Meetings

The Remuneration Committee shall meet at least once a year. The Remuneration Committee will meet as and when required and report to the Board after each meeting.

The Remuneration Committee Meetings shall be chaired by the Chairman of the Remuneration Committee. In the absence of the Chairman of the Remuneration Committee, the members present shall elect from among themselves, a chairman for the Meeting. The Chairman also has the discretion to call for additional meetings at any time. The quorum for each meeting shall be two (2) members. All recommendations

and findings of the Remuneration Committee shall be submitted to the Board of Directors for approval. In the absence of a meeting, any issues shall be resolved through circular resolution.

The Managing Director (if not a member of the Remuneration Committee) and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Remuneration Committee Chairman.

5. Periodic Review and Disclosure

The term of reference shall be reviewed on an annual basis to ensure that it reflects current best practice in corporate governance. The board approval is required for any changes in the term of reference. This policy was reviewed on 17 October 2018.