ECOSYS (MALAYSIA) BERHAD
(Registration No. 202301024280 (1518203-H)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. PURPOSE

To assist the Board of Directors in their responsibilities in assessing the remuneration packages of the Executive Directors and senior management.

2. COMPOSITION & APPOINTMENT

(a) The members of the Remuneration Committee ("RC") shall be appointed by the Board of Directors from among the members of the Board.
(b) The members of the RC shall comprise exclusively of Non-Executive Directors, a majority of whom shall be Independent Directors as defined in Bursa Malaysia Securities Berhad's ("Bursa Securities") ACE Market Listing Requirements ("ACE LR") and shall consist of a minimum of not less than three (3) members. The appointment and position of a RC member shall automatically terminate when he ceases to be a member of the Board of Directors.
(c) No Alternate Director shall be appointed as a member of the RC.
(d) The chair of the RC should be an Independent Director identified by the board.
(e) The effectiveness of the Committee shall be assessed by the Board, through the Nominating Committee on an annual basis.

3. DUTIES & FUNCTIONS

(a) to provide assistance to our Board in determining the remuneration of our executive directors and, if applicable, key management. In fulfilling this responsibility, our Remuneration Committee is to ensure that our executive directors and our applicable key management:-

   1. are fairly rewarded for their individual contributions to overall performance;
   2. that the compensation is reasonable in light of our objectives; and
   3. that the compensation is similar to other companies.

(b) to review and recommend on an annual basis, the performance or our Directors and recommend to our Board specific adjustments in remuneration and/or reward payments to be passed at a general meeting;

(c) to establish our Executive Directors' goals and objectives; and

(d) to review our Executive Directors' performance against the goals and objective set.

4. ATTENDANCE AT MEETINGS

(a) Only members have the rights to attend the Committee meetings.

(b) The Chairman of the Committee, or the Committee members with the approval from the Chairman, may invite any person or persons to attend the Committee meetings, but not necessarily for the full duration of the meeting

5. MEETINGS AND QUORUM

(a) The Remuneration Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion
(b) quorum shall consist of two (2) members

(c) The Secretary or a Company's Officer shall on the requisition of the members of the Remuneration Committee summon a meeting of the Remuneration Committee except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing

6. RESPONSIBILITY OF THE CHAIRMAN

The Chairman's role requires:

(a) Fostering an open, inclusive and where appropriate challenging discussion;
(b) Ensuring the Committee and its members have the information necessary to perform their tasks and devote sufficient time and attention to the matters within their remit;
(c) Facilitating the running of the Committee to assist it in providing independent oversight of executive decisions; and
(d) Reporting to the Board on the Committee's activities.

7. POWER & AUTHORITY

The RC has the power and authority to examine all issues as stated in its Terms of Reference and report to the Board with its recommendations.

In carrying out its duties and responsibilities the RC shall at the cost fully borne by the Company:

(a) Have full and unrestricted access to the Company's resources, records, properties and personnel.
(b) Be able to engage independent external professional advisers or consultants.
(c) Be able to secure the attendance of outsiders with relevant experience and expertise

8. PROCEDURE FOR RC

(a) The RC shall meet at least once a calendar year.
(b) A member of RC, may participate in a meeting of the RC by means of a conference telephone, electronic or any communication facilities which allows all persons participating in the meeting to hear each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly notwithstanding the fact that he is not physically present at the venue where the meeting is to be held. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
(c) Any member of the RC may at any time and the Secretary shall on such request summon a meeting of the RC.
(d) At least seven (7) day's written notice of a meeting of a RC shall be given to all RC Members at his last known address or other address given by him. The RC Members may meet on shorter notice and waive notice of any meetings as they deem necessary subject to the consent and agreement of all RC Members.
(e) Questions arising at any meeting shall be determined by a majority of votes of the members present and a determination by a majority of members shall for all purposes be deemed a determination of the RC.
(f) In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.
(g) The RC shall cause minutes to be duly entered into minutes books provided for the purposes:-
- of the names of all RC members and other participants of each meeting of the RC;
- of all resolutions and proceedings of the RC Meetings; and
- of all orders, recommendations and reports made by the Committee.

(h) Such minutes shall be signed by the Chairman of the RC at which the proceedings were held or by the Chairman of the next succeeding meeting, and if so signed, shall be conclusive evidence without any further proof of the facts therein stated.

(i) The books containing the minutes of the proceedings of the RC shall be kept by the Company at the Registered Office of the Company subject to the provisions of the Companies Act 2016, relating to keeping the minutes of the Board of Directors and any committee of the Board of Directors.

9. SECRETARY

The Company Secretary shall be the Secretary of the RC ("Secretary"). The Secretary shall minute the proceedings and decisions of the RC's meetings and the minutes shall be circulated to the members of the RC and directors who are not members of the RC.

10. REVIEW

The Remuneration Committee Terms of Reference will be reviewed and updated at least once (1) a year to ensure it remains consistent with the Committee's objectives and responsibilities.

11. APPROVAL

The Remuneration Committee Terms of Reference is approved by the Board of Ecosys (Malaysia) Berhad.