

## **1. MEMBERSHIP**

The Remuneration Committee shall be appointed by the Board of Directors (“the Board”) of Amtel Holdings Berhad (“the Company”) and shall comprise exclusively of Non-Executive Directors, a majority of whom must be independent.

The composition of the Remuneration Committee must not be less than three (3) members.

In the event of any vacancy in the Remuneration Committee resulting in the non-compliance of the above, the Company must fill the vacancy within 3 months.

## **2. CHAIRMAN**

The Chairman shall be elected by the Remuneration Committee from among their members.

In the absence of the Chairman of the Remuneration Committee in a Meeting, the members present shall elect one of their members to be Chairman of the Meeting.

## **3. MEETINGS**

The Remuneration Committee shall meet at least once a year, with due notice of issues to be discussed and shall record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members.

The Remuneration Committee may invite any member of the Board, key executives and employees to any meeting of the Remuneration Committee. The Secretary of the Company or her representative shall act as Secretary of the Remuneration Committee.

A resolution in writing, signed or approved by all Remuneration Committee members shall be valid and effective for all purposes as a resolution passed at a meeting of the Remuneration Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents, all in the like form signed by one or more members. Any such document may be accepted as sufficiently signed by a Remuneration Committee member if transmitted to the Company by any technology to include a signature, whether electronic or digital.

The minutes of Remuneration Committee meetings shall be kept at the registered office of the Company and distributed to each member of the Remuneration Committee and the Board.

## **4. DUTIES & RESPONSIBILITIES**

The duties and responsibilities of the Remuneration Committee shall include the following:-

1. Periodically review the remuneration policy for Directors pertaining to the remuneration of Directors;
2. To assist the Board in implementation of the remuneration policy for Directors to ensure the remuneration packages are determined on the basis of the Directors’ merits, qualification, competency, responsibilities, contributions and experience, having regard to the Company’s operating results, individual performance and comparable market statistics;

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Terms of Reference of Remuneration Committee

3. To review and recommend to the Board the remuneration packages for the Executive Directors, including the Chief Executive Officer and Non-Executive Directors in all its forms, drawing from outside advice if necessary; and
4. To carry out any other duties and responsibilities as may be delegated or defined by the Board from time to time.