

**W T K HOLDINGS BERHAD**  
(Incorporated in Malaysia) (10141-M)

**TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

**1. OBJECTIVES**

The primary objective of the Remuneration Committee is to assist the Board in ensuring that the Company's Executive Directors and key senior management officers are fairly rewarded for their individual contributions to the Company's overall performance and the level of remuneration should be sufficient to attract and retain Directors and key senior management officers, who are needed to run the Company successfully.

**2. MEMBERSHIP**

- a) The Committee shall be appointed by the Board from among their number and shall be composed of no fewer than three (3) in number.
- b) The majority of the members comprising the Committee shall be Non-Executive Directors of the Company.
- c) The members of the Committee shall elect a Chairman from among their number who is not an Executive Director or employee of the Company or any related corporation.
- d) Members of the Committee may resign by giving one month prior written notice to the Secretary. In the event of any vacancy in the Committee resulting the number of members is reduced below three (3), the Board shall, within three (3) months of the event, appoint such number of new member(s) to make up the minimum number of three (3) members.
- e) The appointment of a Committee member terminates when the member ceases to be a Director of the Company.

**3. RESPONSIBILITIES**

- a) To recommend to the Board the remuneration packages of Executive Directors and key senior management officers.
- b) To review the remuneration policy, as and when necessary, and to determine the remuneration packages of Executive Directors and key senior management officers. The review is to cover all aspects of remuneration, including but not limited to salaries, allowances and benefits-in-kind.

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### **- Terms of Reference of Remuneration Committee**

- c) To assist the Board in assessing the individual Executive Directors and key senior management officers in order to ensure that remuneration is directly related to corporate and individual performance, and based on the level of responsibilities undertaken by the particular Executive Director or key senior management officer.
- d) To obtain the necessary internal and external information to compare the remuneration currently earned by Executive Directors and key senior Management Officers and those paid in other companies of a similar size in a comparable industry sector and if necessary, to out-source the appropriate professional advice to assist the Company in achieving a proper basis and quantum for any remuneration recommendation.
- e) Perform such other functions assigned by the Board from time to time.

#### **4. MEETINGS**

- a) The committee shall meet at least once per year. A member may at any time and the Secretary shall on requisition of a member, summon a meeting of the Committee.
- b) Agenda of each meeting shall be sent to all members of the Committee.
- c) The quorum of each meeting shall be two (2) members comprising of Non-Executive Directors.
- d) Questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Committee. 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 (2) members are competent to vote on the question at issue, shall NOT have a casting vote.

#### **5. MINUTES & REPORTING**

The Secretary of the Committee is responsible for keeping minutes of meetings. Minutes of each meeting shall be extended to all members of the Board.

#### **6. SECRETARY**

The Secretary of the Company shall be the Secretary of the Committee.