

**CSH ALLIANCE BERHAD**

[Registration No. 200001002113 (504718-U)]

(Incorporated in Malaysia)

**TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE**  
**(Updated on 18 October 2022)**

**1. Objectives**

The principal objective of the Remuneration Committee is to assist the Board of Directors to structure and clearly link Directors' and Senior Management's remuneration to the strategic objectives of the Company, and which rewards contribution to the long-term success of the Company in promoting business stability and growth.

**2. Composition of members**

The Board of Directors shall appoint the Remuneration Committee members, which shall comprise exclusively of non-executive directors, a majority of whom shall be independent. The term of office of the Remuneration Committee shall be for such time as determined by the Board of Directors and members of the Remuneration Committee may be re-nominated and appointed by the Board of Directors from time to time.

**3. Chairman**

The Chairman of the Remuneration Committee shall be appointed by the Board of Directors from amongst the Remuneration Committee members. The Remuneration Committee Chairman shall chair all Remuneration Committee meetings but in the absence of the Chairman, the members of the Remuneration Committee can elect from amongst themselves the Chairman of the meeting.

**4. Secretary**

The Secretary(ies) of the Remuneration Committee shall be the Company Secretary(ies) of the Company.

**5. Meetings**

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.

Reasonable notice of Remuneration Committee Meetings shall be given in writing to all the Remuneration Committee members unless the Remuneration Committee waives such requirement. The Secretary(ies) shall on the requisition of the Chairman of the Remuneration Committee summon a meeting of the Remuneration Committee.

Questions arising at any meeting of the Remuneration Committee shall be decided on a majority of votes of the members present, and in the case of equality of votes, the Chairman of the Meeting shall have a second or casting vote.

**6. Quorum**

A quorum shall consist of two (2) members.

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(Terms of Reference of the Remuneration Committee - cont'd)

**7. Minutes**

Minutes of each Remuneration Committee meeting shall be kept at the registered office and distributed to each member of the Remuneration Committee and also to the other members of the Board. The Chairman of the Remuneration Committee meeting shall report on the proceedings of each meeting to the Board.

The Minutes of the Remuneration Committee Meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence of the proceedings of the meeting duly held.

**8. Circular Resolutions**

A resolution in writing signed by a majority of the Remuneration Committee members for the time being shall be as valid and effectual as if it had been passed at a meeting of the Remuneration Committee duly called and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Remuneration Committee members. Any such document, may be accepted as sufficiently signed by a Remuneration Committee member if transmitted to the Company by any electrical or digital written message to include a signature of a Remuneration Committee member.

**9. Reporting**

The Remuneration Committee shall report to the Board of Directors, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Remuneration Committee shall report to the Board of Directors on any specific matters referred to it by the Board.

**10. Authority**

The Remuneration Committee shall, in accordance with the policies and procedures to determine the remuneration of Directors and Senior Management and at the expense of the Company,

- (a) implement these policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of Directors, and including Senior Management, with other independent professional advice where necessary; and
- (b) be entitled to the services of the Company Secretary(ies).

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**11. Duties and Responsibilities**

- (a) To formulate and periodically review policies and procedures to determine the remuneration of Directors and Senior Management, which takes into account the demands, complexities and performance of the Company as well as skills and experience required of Directors and Senior Management, having regard also to comparable market statistics.
- (b) To review and recommend the remuneration packages of all the Directors and Senior Management in all forms, with or without other independent professional advice.
- (c) To ensure the levels of remuneration be sufficiently attractive and be able to retain Directors and Senior Management needed to run the Company successfully.
- (d) To structure the component parts of remuneration so as to link rewards to company strategy and performance.
- (e) To ensure that the remuneration and incentives for Independent Non-Executive Directors do not conflict with their obligations to bring objective and independent judgement to the Board.
- (f) To develop and administrate a fair and transparent procedure for setting policy on remuneration.
- (g) To ensure that remuneration packages are proposed on the basis of the Directors' and Senior Management's merit, qualification and competence, having regard to the Company's operating results, individual performance and comparable market statistics.
- (h) To consider and examine any matters as the Remuneration Committee considers appropriate.
- (i) To consider any other relevant matters as delegated by the Board.

This TOR is reviewed and updated by the Board of Directors of the Company on 18 October 2022.

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