



PANTECH GROUP HOLDINGS BERHAD
(Company No. 733607 W)

REMUNERATION COMMITTEE
COMPOSITION AND TERMS OF REFERENCE

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COMPOSITION

The Remuneration Committee shall be appointed by the Directors from among themselves via a Directors' resolution and shall compose of exclusively of Non-Executive Directors of whom a majority shall be Independent 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 PANTECH GROUP HOLDINGS BERHAD ("PANTECH" or "the Company").

TERMS OF REFERENCE

OBJECTIVE

The objective of the Remuneration Committee is to establish a documented, formal and transparent procedure for assessing and reviewing the remuneration packages of Executive Directors, Non-Executive Directors and Principal Officers that link rewards to corporate and individual performance.

AUTHORITY

The Remuneration Committee should not have the delegated power from the Board to implement its recommendations but should be obliged to report its recommendations back to the full Board for its consideration and implementation. This is in recognition of the importance of diversity within the Board and the need for Board membership to be endorsed by all or the majority.

In carrying out its duties and responsibilities, the Remuneration Committee will in principle have access to PANTECH's records, properties and personnel. The Remuneration Committee may use the services of external professional advisors to assist and/or advise the Committee and the Board, on remuneration matters, where necessary.

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:-

- To establish, review, assess and recommend to the Board the remuneration policies of the Directors and Principal Officers in all forms including salaries, fees, bonuses, allowances and benefits.
- To review and recommend the annual fees for Non-Executive Directors, and the annual salary increments and bonuses of Executive Directors and Principal Officers.
- To consider and examine such other matters relating to remuneration and rewards, as the Remuneration Committee considers appropriate or as may be determined by the Board.

MEETINGS

The Remuneration Committee shall meet at least once a year. The 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 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 and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Remuneration Committee Chairman.