



OPPSTAR BERHAD

(Company No. 202101031391 (1431691-M))
(Incorporated in Malaysia)

**TERMS OF REFERENCE FOR
THE REMUNERATION COMMITTEE**

APPOINTMENT/COMPOSITION

- 1.1 The members of the Remuneration Committee (“Remuneration Committee” or “Committee”) shall be appointed by the Board of Directors (“Board”) and the Chairman of the Board shall not be a member of the Committee.
- 1.2 The Remuneration Committee shall consist of not less than three (3) members, comprises wholly Non-Executive Directors, a majority of whom are Independent Directors.
- 1.3 The Board shall, within three (3) months of a vacancy occurring in the Committee which result in the number of members reduced to below three (3), appoint such number of new members as may be required to make up the minimum number of three (3) members.
- 1.4 The Chairman of the Committee shall be appointed by the members of the Committee among their number who is an Independent Director.

MEETINGS

- 2.1 The Remuneration Committee shall meet at least once a year and also as and when required.
- 2.2 The Remuneration Committee shall meet to carry out the duties, function and responsibilities mentioned in Clause 4 below. The quorum for a meeting shall be two (2) members both of whom shall be Independent Directors.
- 2.3 Meeting will be attended by the members of the Committee and the Company Secretary or the representative of the Company Secretary who shall act as the Secretary of the Remuneration Committee.
- 2.4 The Executive Directors or any other person(s) may be invited by the Committee to attend its meetings as may be deemed necessary to assist in its deliberations.
- 2.5 A member of the Committee may participate in a meeting by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 2.6 Questions arising at any meeting of the Committee shall be decided by 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. However, at Meetings where two (2) members are present or

when only two (2) members are competent to vote on an issue, the Chairman shall not have a second or casting vote. All conflicting views shall be submitted to the Board for its final decision. Any member who has an interest in any matters being reviewed or considered shall abstain from voting on the matter.

- 2.7 A circular resolution in writing signed by a majority of the members of the Committee, shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Committee and shall include signed copies via legible facsimile transmission or other written electronic means.

AUTHORITY

- 3.1 The Committee is authorised by the Board to investigate any activity within its Terms of Reference. It shall be provided with the resources to perform its duties and shall have at the expense of the Company, unlimited/unrestricted access to all information and documents/resources which are required to perform its duties.
- 3.2 The Committee shall also have the right to be able to obtain advice from independent parties and other professionals where they consider it necessary to carry out their duties.
- 3.3 The Board shall make all decisions after considering the recommendations of the Committee.

DUTIES, FUNCTIONS AND RESPONSIBILITIES

- 4.1 The duties, functions and responsibilities of the Remuneration Committee shall include the following:-
- (a) to set, review, recommend and advise the policies and procedures on all elements of the remuneration of the Directors and key senior management.
 - (b) to review and recommend to the Board the remuneration packages of Executive Directors and key senior management including, where appropriate, bonuses, incentive, benefits-in-kind, severance payments, any grant of entitlement under share scheme based on the merit, qualification and competence while having regard to the operating results, individual performance and comparable market statistics.
 - (c) to review and recommend to the Board the remuneration packages of Non-Executive Directors, which shall subject to shareholders' approval at the annual general meeting, based on the level of expertise, commitment and responsibilities undertaken.
 - (d) to review and assess the adequacy and relevance of the remuneration policies and procedures annually and recommend any changes it considers necessary to the Board.

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(e) to carry out such other responsibilities as may be delegated by the Board from time to time.

Executive Directors should play no part in decisions on their own remuneration. The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole.

MINUTES

5.1 The Secretary shall maintain minutes of the proceedings of the meetings and circulate such minutes to all members of the Committee and to the Board members.