

**WHITE HORSE BERHAD**

[Registration No. 199701039630 (455130-X)]  
(Incorporated in Malaysia)

**TERMS OF REFERENCE OF REMUNERATION COMMITTEE**  
***(Revised w.e.f. 26 February 2020)***

**1. Objectives**

The principal objective of the Remuneration Committee is to assist the Board of Directors in their responsibilities in assessing the remuneration packages of the executive directors of the Company and Group.

**2. Composition of members**

The Board of Directors shall elect the Remuneration Committee members from amongst themselves, composed wholly or mainly of non-executive directors and a majority of them must be Independent Directors. The term of office of the Remuneration Committee shall be for a period of three (3) years and 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 elected from amongst the Remuneration Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

**4. Secretary**

The Secretary of the Remuneration Committee shall be the Company Secretary 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. The Chairman may call for additional meetings at any time at the Chairman's discretion.

The Remuneration Committee may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

The Secretary shall on the requisition of the members of the Remuneration Committee summon a meeting of the Remuneration Committee except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing.

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.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Meeting.

**6. Minutes**

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

Minutes of each 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 Remuneration Committee Chairman 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.

**7. Quorum**

A quorum shall consist of two (2) members.

**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 telex, telegram, cable, facsimile or other 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 a formal and transparent procedure or process or policy on executive directors' remuneration packages to be determined and established by the Board of Directors and at the expense of the Company,

- (a) shall review, assess and recommend to the Board of Directors the remuneration packages of the executive directors of the Company and Group in all forms, with other independent professional advice or outside advice as necessary.
- (b) shall be entitled to the services of a company secretary who must ensure that all decisions made on the remuneration packages of the executive

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

directors of the Company and Group be properly recorded and minuted in the minutes book.

Notwithstanding anything stated above, the Remuneration Committee does not have executive powers and shall report to the Board of Directors on matters considered and its recommendations thereon, pertaining to the Company and the Group.

**11. Duties and Responsibilities**

The duties and responsibilities of the Remuneration Committee are as follows:-

- To review and assess the remuneration packages of the executive directors of the Company and Group in all forms, with or without other independent professional advice or other outside advice.
- To ensure the levels of remuneration be sufficiently attractive and be able to retain directors needed to run the Company successfully.
- To ensure via the Board as a whole, that the fee and allowance payable reflect the experience, time demanded of Non-Executive Directors of the Company and Group to discharge their duties and level of responsibilities undertaken.
- To structure the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board level at a particular time.
- To recommend to the Board of Directors the remuneration packages of the executive directors of the Company and Group.
- Whilst discharging the above duties, Directors should abstain from discussion of their own remuneration.
- To recommend to the Board of Directors the policy and framework for Directors and key senior management's remuneration as well as the remuneration and terms of service of Executive Directors.
- To review annually and recommend to the Board the overall remuneration policy for the Executive Directors and Key Senior Management Officers of the Group to ensure that rewards commensurate with their contributions to the Group's growth, profitability and the policy supports shareholders' value consistent with its culture and strategy.
- To review annually the performance of the Executive Directors and Key Senior Management Officers and recommend specific adjustments in remuneration and/or rewards payment if any, reflecting their contributions for the year and which are competitive and consistent with its culture and strategy.

**WHITE HORSE BERHAD**  
[Registration No. 199701039630 (455130-X)]  
(Incorporated in Malaysia)

-4-

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

- To act in line with the directions of the Board of Directors.
- To consider and examine such other matters as the Remuneration Committee considers appropriate.
- To consider any other matters as defined by the Board.