

WEGMANS HOLDINGS BERHAD
(Company No.:1219319-D)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE (“RC”)
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1. MEMBERSHIP AND COMPOSITION

- 1.1 The RC shall have at least three (3) members, all of whom shall be exclusively of non-executive directors, a majority of whom must be independent.
- (a) The quorum for the RC shall be two (2) members, a majority of whom shall be Independent Non-Executive Directors.
 - (b) The Chairman and members of the RC shall be appointed by the Board.
 - (c) The appointment of a RC member terminates when the members ceases to be a Director, or as determined by the Board.
 - (d) Where the members for any reason are reduced to less than three (3), the Board shall within three (3) months of the event, appoint such member or new members as may be required to make up the minimum number of three (3) members.

2. RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the RC are as follows:

- 2.1 To establish, review and recommend the remuneration structure including, where appropriate, bonuses and increments and policy for Executive Directors; the terms of employment or contract of employment/service and any compensation payable on the termination of the service contract by the Company and to review for changes to the policy, as necessary;
- 2.2 To review and recommend to the Board any employees' share issuance scheme; and
- 2.3 To consider other matters as referred to the RC by the Board.

3. MEETINGS AND ATTENDANCE

- 3.1 The RC shall meet as and when required upon request by the members, provided that the RC shall meet at least once a year.
- 3.2 The RC may have access to such information and advice, both from within the Company and externally, as it deems necessary or appropriate at the cost of the Company. The RC may request other Directors, members of management, counsels, consultants as applicable to participate in RC meetings, as necessary, to carry out the RC's responsibilities.
- 3.3 The Company Secretary shall be the secretary of the RC and shall provide the necessary administrative and secretarial services for the effective functioning of the RC. The draft minutes shall be circulated to the RC members for comment and the signed minutes shall be tabled at the subsequent Board Meeting.

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3. **MEETINGS AND ATTENDANCE (CONT'D)**

- 3.4 Attendance at a meeting may be by being present in person or by participating in the meeting by means of video or teleconference.
- 3.5 The RC may deal with matter by way of circular resolutions in lieu of convening a formal meeting for exceptional circumstances.
- 3.6 All recommendations of the RC shall be submitted to the Board for approval.
- 3.7 The RC, through its Chairman, shall report to the Board at the next Board of Directors' meeting after each RC meeting. When presenting any recommendation to the Board, the RC will provide such background and supporting information as may be necessary for the Board to make an informed decision.
- 3.8 The Chairman shall be available to answer questions about the RC's work at the annual general meeting of the Company.