



TSR CAPITAL BERHAD

Registration No. 200101005393 (541149-W)

(Incorporated in Malaysia)

Terms of Reference of Remuneration Committee

The Remuneration Committee (“RC”) is established as a committee of the Board of Directors of TSR Capital Berhad (“TSR”), who authorises the terms of reference of the RC.

Objectives

The RC oversees the remuneration of Directors. The remuneration for Directors is in line with the Board’s aim to retain, attract and reward talent based on industry benchmarks.

The remuneration package for Executive Directors are reviewed by the RC and recommended to the Board for approval. It is then decided by the Board without the respective Executive Directors’ participation in determining their remuneration.

Bonuses payable to Executive Directors are performance based and relate to individual and Group’s achievement of specific goals. The Non-Executive Directors do not receive any performance related remuneration.

Composition

The RC shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members, all must be Non-Executive Directors, with a majority of the members being Independent Directors.

The Chairman of the RC shall be an Independent Director. In the absence of the Chairman of the RC, the members may elect from among themselves the Chairman for the meeting.

Authority

The EDs and Non-EDs shall abstain from the deliberations and voting in respect of their own remuneration.

The RC is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.

The RC is also authorised by the Board to obtain, at the Company’s expense, outside legal or other professional and/or independent advice on any matters within its terms of reference.

The RC makes no decision on behalf of the Board but makes recommendations to the Board.

Duties

1. To review and recommend to the board on the total individual remuneration package for executive directors and senior management personnel including salaries, bonuses, benefits in-kind and other emoluments based on individual performance;
2. To review and recommend to the board on the remuneration of non-executive directors, particularly on whether the remuneration remains appropriate to each director’s contribution, by taking into account the level of expertise, commitment and responsibilities undertaken; and

3. To carry out such other responsibilities as may be delegated by the Board from time to time and such other matters as the RC considers appropriate.

Secretary

The Company Secretary shall act as the Secretary of the RC.

Meeting and Meeting Procedures

- Frequency and calling
The RC shall meet at least once a year. More meetings may be convened when the need arises. The Chairman is required to call for a meeting of the RC, if requested to do so by any RC members or the Board of Directors.
- Notice
The notice period convening the meeting of the RC shall be at least seven (7) days, which may be waived with the consent of all members of the RC.
- Quorum
A majority of Independent Director shall form a quorum.
- Recommendation to the Board
Recommendation to the Board to be made during RC meetings must be supported by a majority of the RC members present and voting, who are not interested in the transaction.
- Participation in meetings
A member of the RC so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, the meeting shall be deemed held at the registered office of the Company
- Circular Resolutions
The Committee may deal with matters by way of circular resolutions in lieu of convening a formal meeting.

Review of the Terms of Reference

The Terms of Reference shall be reviewed and may be amended by the Committee as and when it deems appropriate and shall be presented to the Board for approval.