

EWEIN BERHAD

Company No: 200601023136 (742890-W)

**REMUNERATION COMMITTEE
TERMS OF REFERENCE****1. Membership**

- 1.1. Members of the Remuneration Committee (RC) shall be appointed by the Board of Directors ("Board") of Ewein Berhad ("Ewein").
- 1.2. The RC shall be made up of at least three (3) members, composed mainly of non-executive directors.
- 1.3. The Board shall appoint any director identified by the Board to be Chairman of the RC. In the absence of the RC Chairman and an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
- 1.4. Only members of the RC have the right to attend RC Committee meetings. However, other individuals such as the Chief Executive, the Head of Human Resources, and external advisors may be invited to attend for all or part of any meeting as and when the RC deems appropriate.

2. Secretary

- 2.1. The Company Secretary or their nominee shall act as the Secretary of the RC.

3. Quorum

- 3.1. The Quorum necessary for the transaction of business shall be two (2).
- 3.2. A Quorum present at a duly convened RC meeting shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the RC.

4. Meetings

- 4.1. The RC shall hold meetings as and when the Chairman of the RC requires.

5. Notice of Meetings

- 5.1. Meetings shall be summoned by the Secretary of the RC at the request of any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time, and date along with an agenda of items to be discussed shall be forwarded to each member of the RC, any other person required to attend, and all other non-executive directors no later than seven (7) days before the date of the meeting. At the same time, supporting papers shall be sent to RC members and to other attendees as appropriate.

6. Minutes of Meetings

EWEIN BERHAD

Company No: 200601023136 (742890-W)

REMUNERATION COMMITTEE**TERMS OF REFERENCE**

- 6.1. The Secretary shall minute the proceedings and resolutions of all RC meetings, including the names of those in attendance.
- 6.2. Minutes of RC meetings shall be circulated promptly to all members and, once agreed, to all members of the Board, unless a conflict of interest exists.

7. Annual General Meeting

- 7.1. The Chairman of the RC shall attend the Annual General Meeting (AGM) to respond to any questions shareholders have about RC activities.

8. Duties & Responsibilities

- 8.1. The RC is authorised by the Board:
 - 8.1.1. To establish and recommend a framework of remuneration for the Board of Directors which includes but is not limited to Directors' fees, salaries, allowances, bonuses, options and benefits-in-kind.
 - 8.1.2. To review the annual remuneration packages for each Executive Director such that the level of remuneration is sufficient to attract and retain the necessary Executive Director(s) needed to manage Ewein and its subsidiaries ("Group").
 - 8.1.3. To ensure that a fair differential between the remuneration of Board members and other levels of management is maintained.
 - 8.1.4. To conduct continued assessment of each Executive Director to ensure that remuneration is directly related to corporate and individual performance.
 - 8.1.5. To obtain advice and information from external sources, if necessary, to compare the current internal Executive Directors' remuneration rates with those of other companies of similar size and industry sector.
 - 8.1.6. To ensure that the base salary element is competitive but fair.
 - 8.1.7. To advise on and monitor a suitable performance-related formula (ie. whether the formula is based on individual performance, company profit performance, earnings per share, etc.)
 - 8.1.8. To provide an objective and independent assessment of the benefits granted to Executive Directors.
 - 8.1.9. To introduce any policies or guidelines which would enable the smooth administration and effective execution of the RC's duties and responsibilities.

EWEIN BERHAD

Company No: 200601023136 (742890-W)

**REMUNERATION COMMITTEE
TERMS OF REFERENCE**

8.1.10. To furnish a report to the Board of any findings of the RC.

9. Reporting Responsibilities

9.1. The RC shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10. Other

10.1. The RC shall, at least once a year, review its own performance, constitution, and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

11.1. 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 Remuneration Committee Terms of Reference has been adopted by the Board on 23 February 2022.