



**JADI IMAGING HOLDINGS BERHAD (526319-P) [200001023711 (526319-P)]**  
(Incorporated in Malaysia)

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

### **MEMBERS**

The members of the Remuneration Committee ("RC") shall be appointed by the Board of Directors, consisting wholly or mainly of Non-Executive Directors ("NEDs"), with an average size of three (3) directors. The Board of Directors must review the term of office and performance of the Committee and each of its members annually to determine whether such Committee and members have carried out their duties in accordance with their terms of reference.

### **OBJECTIVE**

The primary objective of RC is to recommend to the Board the remuneration of Executive Directors ("EDs") in all its form.

The determination of the remuneration of the NEDs, will rest as a matter for the Board as a whole. The individuals, whether EDs or NEDs, should play no part in decisions and/or approval of their own remuneration.

### **CHAIRMAN**

The Chairman shall be elected by the Committee from among their members.

### **MEETING AND QUORUM**

The RC shall hold its meeting at least once a year.

The quorum for the meeting of the RC shall be two (2) NEDs or the majority of members present must be NEDs.

### **BASIC FUNCTIONS AND RESPONSIBILITIES**

The RC is responsible for:-

- (a) Establishing and reviewing the terms and conditions of employment as well as the policy and framework of the Directors' remuneration including the remuneration package in all its form for the EDs, NEDs and Senior Management.
- (b) Reviewing and approving annual salary increments and bonuses for the EDs, NEDs and Senior Management.
- (c) Reviewing and/or commenting the overall annual salary increments and bonuses for the employees of JADI Group (a brief summary/report including the criteria and quantum of rewards shall be presented by the Management).
- (d) Drawing external advise, where necessary, to ascertain and determine the remuneration package for the Directors.