



AYS VENTURES BERHAD
Registration No. 201001041243 (925171-T)
(Incorporated in Malaysia)

**REMUNERATION COMMITTEE
TERMS OF REFERENCE**

1. COMPOSITION

The Remuneration Committee shall consist of not less than three (3) members, majority of whom shall be non-executive directors.

2. QUORUM

The quorum for each meeting shall be a majority of members present.

3. CHAIRMAN

The members of the Remuneration Committee shall elect a chairman from among their number who shall be an Independent Non-Executive Director.

4. MEETINGS

The meetings shall be held not less than one (1) time a year. A member may at any time and the secretary shall on the requisition of a director summon a meeting of the Remuneration Committee.

Questions arising at any meeting of Remuneration Committee shall be decided by a majority of votes and a determination by a majority of members shall for all purposes be deemed a determination of the Remuneration Committee.

In the case of an equality of votes the chairman of the meeting shall have a second or casting vote PROVIDED THAT where two (2) members form a quorum, the chairman of the meeting at which only such a quorum is present, or at which only two members are competent to vote on the question at issue, shall not have a casting vote.

The Company Secretary shall be the secretary of the Remuneration Committee. The Secretary shall maintain minutes of the proceedings of the meetings of the Remuneration Committee and circulate such minutes to all members of the Board.

5. OBJECTIVES

The primary objectives of the Remuneration Committee is to act as a committee of the full Board to assist in assessing the remuneration of the directors and Senior Management reflecting the responsibility and commitment undertaken by them.

6. **RESPONSIBILITIES**

- (a) To recommend to the Board the framework of Executive Directors' and Senior Management (collectively referred to as "Company Executives") remuneration so as to link rewards to corporate and individual performance of the Company Executives and the remuneration package for each Company Executives, drawing from outside advice as necessary.
- (b) To recommend to the Board the framework of Non-Executive Directors' remuneration so as to link the level of remuneration to the experience and level of responsibilities undertaken by the non-executive directors concerned.
- (c) To recommend to the Board any performance-related pay schemes for Company Executives.
- (d) To review the Company Executives' scope of service contracts.
- (e) To consider the appointment of the service of such advisers or consultants as it deems necessary to fulfil its functions.

7. **REPORTING PROCEDURES**

- (a) The remuneration of Directors and Senior Management shall be the ultimate responsibility of the full Board after considering the recommendation of the Remuneration Committee.
- (b) The Executive Directors or Non-Executive Directors do not participate in discussion on their own remuneration.
- (c) The determination of remuneration packages of Non-Executive Directors, including Non-Executive Chairman should be a matter for the Board as a whole.
- (d) Level of remuneration should be sufficient to attract and retain the Directors and Senior Management needed to run the Company successfully. The component parts of remuneration should be structured so as to link rewards to corporate and individual performance, in the case of Company Executives. The level of remuneration should also reflect the experience and responsibilities undertaken by the particular Non-Executive Directors concerned.

8. **POWER**

In carrying out its duties and responsibilities, the Remuneration Committee will in principle have full, free and unrestricted access to the Company's records, properties and personnel. The Remuneration Committee may use the services of professional firms to assist in carrying out their function.

9. **ANNUAL REVIEW**

The Terms of Reference of the Remuneration Committee will be reviewed by the Board annually or as required.