



## **OCR GROUP BERHAD**

(Registration No: 199701025005 (440503-))  
(Incorporated in Malaysia)

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

(REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS ON 30 MAY 2023)

#### **1. OBJECTIVES**

The principal objectives of the Remuneration Committee (“the Committee”) is to assist the Board of Directors (“the Board”) in their responsibilities in assessing the remuneration packages of the executive directors.

#### **2. COMPOSITION**

The Committee shall be appointed by the Board from amongst the directors of the Company and shall comprise of at least three (3) members, a majority of whom must be Non-Executive Directors.

If any member of the Committee resigns, dies or for any other reason ceases to be a member which results in the number of members to less than three (3), the Board shall, within three (3) months from the date of that event, appoint such number of new member(s) as may be required to make up the minimum number of three (3) members.

All members of the Committee, including the Chairman, shall hold office only if they serve as Directors of the Company. Should any member of the Committee cease to be a Director of the Company, his membership in the Committee shall automatically cease forthwith.

#### **3. CHAIRMAN**

The Committee shall elect a Chairman from among its members and the elected Chairman shall be an Independent Non-Executive Director. The Chairman of the Committee shall be approved by Board.

#### **4. SECRETARY**

The Company Secretary or any person appointed by the Committee shall act as Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and other supporting explanatory documentation for circulation to the members prior to each meeting.

The Secretary shall keep the minutes of the meetings of the Committee, and circulate them to the members of the Board.

## **5. MEETINGS**

The Remuneration Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman of the meetings.

A member of Committee may participate in a meeting of by means of a telephone conference or video conference or any other means of audio-visual communications and the person shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

The Committee may deal with matters by way of a circular resolution in writing, in lieu of convening a formal meeting. The circular resolution, signed by a majority of the members of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened.

## **6. QUORUM**

A quorum shall consist of two (2) members.

## **7. RIGHTS**

The Committee be able to seek any information it requires from any employee (including Managing Director) of the Company in order to perform its duties.

The Committee shall, in accordance with the procedure or process to be determined by the Board and at the expense of the Company:

- Review, assess and recommend to the Board the remuneration packages of the Executive Directors in all forms, taking into account other independent professional advice if necessary.
- Shall be entitled to the services of a Secretary who must ensure that all decisions made on the remuneration packages of the Executive Directors be properly recorded in the minutes book.

## **8. DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Committee are as follows:

- To review and assess the remuneration packages of all the Directors in all forms, with or without other independent professional advice or other outside advice.
- To review and ensure the levels of remuneration be sufficiently attractive and be able to retain directors needed to run the Company successfully.

- To review the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board level at a particular time.
- To recommend to the Board the remuneration packages of all the Directors.
- To act in line with the directions of the Board.
- To consider and examine such other matters as the Committee considers appropriate.

## **9. REVISION AND UPDATES**

This Terms of Reference shall be reviewed and updated from time to time to ensure it remains consistent with the Committee's objectives and responsibilities