

SUNVIEW GROUP BERHAD

Registration No.: 202101019497 (1419797-M)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. COMPOSITION

The Remuneration Committee of Sunview Group Berhad (“Sunview” or “the Company”) (“Committee”) shall be appointed by the Board of Directors from among its members and comprising exclusively of Non-Executive Directors, a majority of whom must be Independent Non-Executive Directors (“Independent Directors”).

The Committee shall elect a Chairman from amongst its members who shall be an Independent Director and the elected Chairman of the Committee shall be approved by the Board.

In the event that the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as Chairman for the meeting.

2. MEETINGS

i. Meetings

The Committee shall meet at least once a year or more frequently as deemed necessary. The Chairman or any member of the Committee may call for additional meetings at any time at the Chairman’s discretion.

For the Committee’s meetings (except in the case of an emergency), reasonable notice shall be given in writing to all members of the Committee.

Other Board members and senior management may be invited to attend the Committee meetings.

ii. Quorum

A minimum of two (2) members to form the quorum.

iii. Secretary of the Committee

The Company Secretary shall be the secretary of the Committee.

iv. Minutes of the Committee Meeting

Every meeting of the Committee must be minuted either by the Company Secretary or any other person approved by the Committee and such minutes must be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting shall be evidence of the proceedings that the meeting was duly convened and held.

3. CIRCULAR RESOLUTION

A resolution in writing signed by a majority of the Committee members, for the time being, shall be as valid and effectual as if is signed or approved by letter, facsimile or any electronic means by the Committee members. Any such resolution may consist of several documents in like form (prepared and circulated by facsimile or electronic mail or other communication modes / equipment), each signed by one (1) or more Committee members. An approval by letter or other written means of a proposed resolution in writing (which has been prepared and circulated as aforesaid) signed by a Committee member and sent by him by facsimile or electric mail or other communication modes / equipment shall be deemed to be a document signed by him.

4. FUNCTIONS

The functions of the Committee are as follows:-

- i. To review and recommend to the Board the appropriate remuneration packages for all Directors of the Company, with or without other independent professional advice or other outside advice;
- ii. To formulate policies, guidelines and set criteria for remuneration packages for the Directors of the Company;
- iii. To ensure that the Directors are fairly and appropriately remunerated according to the industry, general market sentiments or conditions;
- iv. To determine the composition of the various components of remuneration such as basic salary, bonus and other benefits in kind for the Managing Director/Chief Executive Officer and Executive Directors of the Company.
- v. To ensure all necessary actions are taken expediently by the Board to offer appropriate rewards, benefits, compensation and remuneration and to ensure that the levels of remuneration are sufficiently attractive to retain Directors and structuring the remuneration packages to link rewards to individual performance as well as to encourage the Executive Directors to act in the way that enhances the Company's long term profitability and value.
- vi. To ensure that all remuneration packages and benefits given to the Directors comply with the Company's Remuneration Policy and any other laws, rules, requirements, regulations and guidelines set by the relevant authorities and the Board from time to time.
- vii. To attend to any other functions that may be delegated by the Board which would be beneficial to the Company and ensures the effective discharge of the Committee's duties and responsibilities.
- viii. To review and recommend to the Board the granting of share options for the Executive Directors and Senior Management of the Company, if any.
- ix. To initiate an investigation and/or to carry out due diligence on nepotism issues.

- x. To perform an annual review of the remuneration of employees related to the Board and/or Substantial Shareholder(s) to ensure that their remuneration packages are in line with the Company's staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities, if any.
- xi. To carry out such other functions or assignments as may be delegated by the Board from time to time.

5. REPORTING RESPONSIBILITIES

- i. The Committee Chairman shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its terms of reference and/or where action or improvement is needed.
- iii. The Committee shall report to the Board on its activities, based on its Terms of Reference.

6. GENERAL MEETINGS

The Chairman of the Committee should attend the general meetings of the Company to answer any questions relating to the respective Committee's activities.

This Terms of Reference (Version No.: 1) was reviewed and adopted by the Board of Sunview on 28 December 2021.