



EVERGREEN MAX CASH CAPITAL BERHAD
202101028602 (1428902-D)

TERMS OF REFERENCE OF NOMINATION & REMUNERATION COMMITTEE

Our Nomination and Remuneration Committee was established on 28 December 2022 and its members are appointed by our Board. Our Nomination and Remuneration Committee comprises the following members:

<u>Name</u>	<u>Designation</u>	<u>Directorship</u>
Kenneth Chai	Chairman	Independent Non-Executive Director
Chow Lai Mun	Member	Independent Non-Executive Director
Datin Laily	Member	Non-Independent Non-Executive Director

The main functions of the Nomination and Remuneration Committee include:

- (i) to consider and recommend to our Board suitable candidates for appointment as Directors of our Company. In making a recommendation to our Board on the candidates for directorship, the Nomination and Remuneration Committee should consider the candidates':
 - (a) skills, knowledge, expertise and experience;
 - (b) professionalism;
 - (c) integrity; and
 - (d) in the case of candidates for the position of Independent Directors, the Nomination Committee shall also evaluate the candidates' ability to discharge such responsibilities / functions as expected from Independent Directors;
- (ii) to annually review, or as required, the correct mix of skills, business and professional experiences including diversity in terms of gender, ethnicity and age that should be added to our Board, and to ensure that all our directors undergo appropriate introduction and training programs;
- (iii) to appraise each individual Director including Independent Directors as well as the Managing Director and Executive Director(s) in terms of his experience, knowledge, credibility and credentials, and assess their effectiveness and contribution in carrying out their obligations and duties as a Board member of our Company. All assessments and evaluations carried out by the Nomination and Remuneration Committee in the discharge of all its functions should be properly documented;
- (iv) to examine the ability of each Director to contribute to the effective decision-making process of our Board and ensure that our Board is functioning actively, efficiently and effectively in all its decision making;

- (v) to review annually, the term of office and performance of the Audit and Risk Management Committee and each of its members to determine whether the Audit and Risk Management Committee and members have carried out their duties in accordance with their terms of reference;
- (vi) to assess the effectiveness of our Board and the Committees as a whole;
- (vii) to review and assess the independence of the Independent Directors of our Company;
- (viii) to recommend our Board concerning the re-election/re-appointment of Director to our Board pursuant to our Company's Constitution;
- (ix) to oversee the development of succession planning of our Board and senior management;
- (x) to review and recommend to our Board the appropriate remuneration packages for the Group Managing Director, Executive Directors and Non-Executive Directors of our Company, with or without other independent professional advice or other outside advice;
- (xi) to formulate policies, guidelines and set criteria for remuneration packages for the Directors and senior management of our Company;
- (xii) to ensure that the Directors are fairly and appropriately remunerated according to the industry, general market sentiments or conditions;
- (xiii) to determine the composition of the various types of components of remuneration such as basic salary, bonus and other benefits-in-kind for the Group Managing Director and Executive Directors of our Company;
- (xiv) to ensure all necessary actions are taken expediently by our 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 the Individual performance;
- (xv) to ensure that all remuneration packages and benefits given to the Directors are in compliance with all laws, rules, requirements, regulations and guidelines set by the relevant authorities and our Board from time to time;
- (xvi) to attend to any other function that may be delegated by our Board which would be beneficial to our Company and ensure the effective discharge of the Committee's duties and responsibilities; and
- (xvii) to carry out such other functions or assignments as may be delegated by our Board from time to time.