

RHONE MA HOLDINGS BERHAD
[Registration No. 201401040077 (1116225-A)]

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE
(“TERMS OF REFERENCE”)

1. Objectives

The remuneration committee of Rhone Ma Holdings Berhad (“**Company**”) (“**Committee**”) was formed by the board of directors of the Company (“**Board**”). Its primary function is to assist the Board in the following areas:

- Recommend to the Board the remuneration package of executive directors and non-executive directors of the Company and its subsidiaries (“**Group**”) to attract, retain and motivate them;
- Recommend the engagement of external professional advisors to assist and / or advise the Committee, on remuneration matters, where necessary.

2. Composition

- 2.1 The membership of the Committee shall comprise a majority of non-executive directors of the Company (“**Directors**”) and at least three (3) in numbers. Membership of the Committee shall be disclosed in the annual report of the Company.
- 2.2 The chairman of the Committee (“**Chairman**”) shall be an independent non-executive director appointed by the Board.
- 2.3 The members will be appointed by the Board and will remain members until there is a change.
- 2.4 The Chairman of the Committee shall not be the Chairman of the Board.

3. Quorum and Meeting Procedures

- 3.1 The Committee shall meet at least once a year. More meetings may be conducted if necessary.
- 3.2 The quorum for a meeting of the Committee shall be two (2) members, present in person. In the absence of the Chairman, the members present shall elect a chairman for the meeting among the members present.

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- 3.3 The secretary of the Company (“Company Secretary”) or his / her representative / other appropriate senior officer shall act as the secretary of the Committee (“**Secretary**”). The Secretary, in conjunction with the Chairman, shall draw up an agenda, which shall be circulated together with the relevant support papers, at least one (1) week prior to each meeting to the members of the Committee.
- 3.4 The Secretary shall also be in attendance at each Committee meeting and responsible for keeping the minutes of meetings of the Committee and circulating them to Committee members and to the other members of the Board.
- 3.5 The Group Managing Director (“**Group MD**”) may be invited to attend meetings to discuss the performance of the executive directors of the Group (“**Executive Directors**”) and make proposals if necessary. Executive Directors should play no part in decisions on their own remuneration.
- 3.6 The Chairman shall submit an annual committee report to the Board, summarising the Committee’s activities during the year and the related significant results and findings thereof, including details of relevant training attended by each Committee member.
- 3.7 The Committee members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.
- 3.8 A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more committee members and may be transmitted to the Company by any technology purporting to include a signature and/or electronic or digital signature of the committee members including but not limited to signing with a platform such as DocuSign.

4. Advisers

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Group as and when it considers this necessary at the expense of the Company.

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5. Responsibilities and Duties

In fulfilling its primary objectives, the Committee shall undertake the following responsibilities and duties:-

- determine and recommend to the Board the general remuneration policy for Executive Directors and non-executive Directors, including non-executive chairman of the Group, as well as senior management of the Group including Group MD and the Group Finance Director.
- review, at least once a year, its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
- recommend to the Board the remuneration of Executive Directors and non-executive Directors in all forms and to review the Group's remuneration policies and procedures which should be disclosed in the annual report.
- review the remuneration package for the non-executive Directors to be aligned with their responsibilities and contributions.
- the determination of remuneration packages of Executive Directors and non-executive Directors, including non-executive chairman of the Group, should be a matter for the Board as a whole where the individuals concerned shall abstain from discussion of their own remuneration.
- to set the remuneration policy for all Directors and senior management. In determining such policy, take into account all factors which it deems necessary including relevant legal and regulatory requirements, demands, complexities and performance of the Company as well as skills and experience required. The objective of remuneration policy is to attract, retain and motivate executive management are fairly rewarded for their individual contribution to the Group's overall performance and that the remuneration commensurate with the level of executive responsibility, having regard to the views of shareholders and other stakeholders. The remuneration policy should have regard to the risk appetite of the Company and alignment to the Company's long term strategic goals. A significant proportion of remuneration should be structured so as to link rewards to corporate and individual performance and designed to promote the long-term success of the Company.

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- align remuneration arrangements that focuses on senior management achieving long-term business objectives and growth in shareholders' wealth through formulation of incentive arrangements, including key performance indicators and performance hurdles.
- formulate and review the human resource development (training) polices and human resource management policies, including the terms and conditions of service of the Group and the incentive schemes for the employees of the Group.
- communicating with shareholders on executive remuneration, where necessary.
- recommend the engagement of external professional advisors to assist and / or advise the Committee, on remuneration matters, where necessary.
- review any major changes in remuneration policy and employee benefit structures throughout the Company or Group, and if thought fit, recommend them to the Board for adoption.

6. Revision of Terms of Reference

Any revision or amendment to this Terms of Reference, as proposed by the Committee or any third party, shall first be presented to the Board for its approval. Upon the Board's approval, the said revision or amendment shall form part of this Terms of Reference and this Terms of Reference shall be considered duly revised or amended.

7. Written Terms of Reference

The Committee must have its written Terms of Reference which deal with its authority and duties and such information must be made available on the Company's website.

8. Periodic Review

This Terms of Reference shall be reviewed annually by the Committee.