

CYL CORPORATION BERHAD (516143 V)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

A. Composition of Remuneration Committee

- (1) The Committee shall be appointed by the Board of Directors and shall consist of not less than 2 members comprising exclusively Non-Executive Directors with a majority of them being Independent Directors.
- (2) The members of the Remuneration Committee shall elect a Chairman among themselves.
- (3) Where practical, a member of the Remuneration Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves.
- (4) In the event of any vacancy in the Remuneration Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months from the occurrence of such vacancy.

B. Duties and Responsibilities of Remuneration Committee

The Committee shall:-

- (i) assist the Board in developing and administering a fair and transparent procedure for setting policy on remuneration of Directors and Senior Management that will attract and retain the right talent in the Board and Senior Management to drive the Company's long-term objectives;
- (ii) review and recommend to the Board, the Directors' fees, benefits and allowances that are reflective of the contribution and responsibilities undertaken by the Directors;
- (iii) review and assess the remuneration packages of the Executive Directors and Senior Management, including the terms of employment, service contracts, salaries, benefits-in-kind, fees, bonuses, pension and incentive scheme entitlement;
- (iv) review and recommend to the Board regarding any proposed new share issuance scheme, share grant scheme and/or amendments to the existing scheme; and
- (v) consider other matters as directed by the Board.

Determination of remuneration packages of Non-Executive Directors shall be determined by the Board of Directors as a whole and the individuals concerned shall abstain from discussing their own remuneration.

The Remuneration Committee, whether as a full Committee or in their individual capacity, shall be able to obtain independent professional advice at the Company's expense, where necessary, in accordance with the steps set out in the Board Charter.

C. Procedure of Committee Meetings

(1) Frequency of Meetings

The Remuneration Committee shall meet at least once in each financial year. Additional meetings may be called as and when required.

(2) Venue and Participation

The Remuneration Committee meeting may be held at two (2) or more venues within or outside Malaysia using any technology that enable the Remuneration Committee members as a whole to participate for the entire duration of the meeting, and that all information and documents for the meeting must be made available to all members prior to or at the meeting.

(3) Notice

Except in the case of an emergency, the notice of the Remuneration Committee meetings and meeting materials shall be circulated at least five (5) business days before each meeting to members of the Remuneration Committee. The notice of meetings shall be given in writing and shall be served to the member either personally or by fax or e-mail or by post or by courier to his/her address as appearing in the Register of Directors or to the address provided by the Remuneration Committee, as the case may be.

(4) Quorum

The quorum shall consist of two (2) members.

If at any meeting, the Chairman of the Remuneration Committee is not present within fifteen (15) minutes of the time appointed for holding the same, the members of the Remuneration Committee present shall choose one of their number to be Chairman of such meeting.

(5) **Attendance**

The Remuneration Committee may extend an invitation to other board members and service providers to attend meetings as it deems necessary.

(6) **Voting**

A resolution put to the vote of the meeting shall be decided on a show of hands. In the case of an equality of votes, the Chairman shall be entitled to a second or casting vote (except where 2 members form the quorum).

(7) **Keeping of Minutes**

Minutes of each meeting signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting shall be evidence of the proceedings to which it relates.

(8) **Custody, production and inspection of such minutes**

Minutes shall be kept by the Company at the Registered Office and shall be open for inspection by any of the Remuneration Committee member or Board member.

D. Circular Resolutions

A written resolution signed or approved via letter, telex, facsimile, email by all Committee members shall be effective for all purposes as a resolution passed at a meeting of the Remuneration Committee duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in the like form signed by one or more members.

E. Secretary

The Company Secretary of the Company or such substitute as appointed by the Directors or the Remuneration Committee from time to time shall act as the Secretary of the Remuneration Committee.

The Remuneration Committee shall review its Terms of Reference periodically and may recommend to the Board any changes it considers necessary.

This Terms of Reference was last reviewed on 21 May 2018.