

TA WIN HOLDINGS BERHAD

(Company No. 291592-U)
(Incorporated in Malaysia)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Objectives

The principal objectives of the Remuneration Committee is to assist the Board of Directors in their responsibilities in establishing a formal and transparent remuneration policies and procedures to attract and retain executive directors and also assessing the remuneration packages of the Executive Directors and Senior Management.

2. Composition of members

The Board of Directors shall elect the Remuneration Committee members from amongst themselves, **composed wholly of Non-Executive Directors and a majority of them must be Independent Directors.**

3. Chairman

The Chairman of the Remuneration Committee shall be elected from amongst the Remuneration Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

4. Secretary

The Secretary of the Remuneration Committee shall be the Company Secretary of the Company.

5. Meetings

The Remuneration Committee may meet together for the despatch 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. The Remuneration Committee may participate in a meeting of the Remuneration Committee by means of conference telephone, conference videophone or any similar or other communication 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.

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The Secretary shall on the requisition of the members of the Remuneration Committee summon a meeting of the Remuneration Committee except in the case of an emergency, reasonable notice of every Remuneration Committee meeting shall be given in writing.

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

6. Quorum

A quorum shall consist of two (2) members..

7. Authority

The Remuneration Committee shall, in accordance with a formal and transparent procedure or process or policy on executive directors' remuneration packages to be determined and established by the Board of Directors and at the expense of the Company:-

- (a) shall review, assess and recommend to the Board of Directors the remuneration packages of the executive directors in all forms, with other independent professional advice or outside advice as necessary.
- (b) shall be entitled to the services of a Company Secretary who must ensure that all decisions made on the remuneration packages of the Executive Directors be properly recorded and minuted in the minutes book.

8. Duties and Responsibilities

The duties and responsibilities of the Remuneration Committee are as follows:-

- To review and assess the remuneration packages of the executive directors, Chief Executive Officer or senior management in all forms, with or without other independent professional advice or other outside advice.
- To review annually and recommend the Board the overall remuneration policy for the Directors and Senior Management to ensure that the rewards commensurate with their contributions to the Company's growth and profitability; and that the remuneration policy supports the Company's objectives and shareholder value and is consistent with the Company's culture and strategy.

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- To review annually the performance of the Executive Directors and Senior Management and recommend to the Board specific adjustments in remuneration and /or reward payments, if any, reflecting their contributions for the year; and which are competitive and consistent with the Company's objectives, culture and strategy.
- To ensure the levels of remuneration be sufficiently attractive and be able to retain Directors needed to run the Company successfully.
- To structure 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 of Directors the remuneration packages of the Executive Directors and Senior Management.
- To act in line with the directions of the Board of Directors; and
- To consider and examine such other matters as the Remuneration Committee considers appropriate.