

## **SYF RESOURCES BERHAD (364372-H)**

### **TERMS OF REFERENCE – REMUNERATION COMMITTEE (“RC”)**

#### **Membership**

The Board shall elect the RC members from amongst themselves, comprising no fewer than three (3) directors the majority of whom shall be non-executive. The Chairman of the RC, elected from amongst the RC members and shall be approved by the Board.

#### **Meetings and Minutes**

Meetings shall be held at least once a year. However, additional meetings may be called at any time, at the discretion of the Chairman of the RC.

Attendance of meetings by other Directors or Senior Management or consultants of the Company shall be at the RC's invitation and discretion.

The RC shall have access to such information and advice, both from within the Group and externally, as it deems necessary or appropriate in accordance with the procedures determined by the Board and at the cost of the Group.

The agenda for each meeting including supporting information shall be circulated one (1) week before each meeting to the RC members and all those who are required to attend the meeting.

A quorum consists of two (2) members.

In the event of equality of votes, the Chairman of the RC shall have a casting vote (except where only two (2) members are present at the meeting). In the absence of the Chairman of the RC, the members present shall elect one of their numbers to chair the meeting.

The Company Secretary shall act as secretary to the RC. Minutes of each meeting shall be distributed to each Board member, and the Chairman of the RC shall report on key issues discussed at each meeting to the Board.

#### **Duties and Responsibilities**

The roles and responsibilities of the RC shall include, amongst others:-

1. Establish and recommend to the Board, a transparent remuneration structure and policy which attracts and retains Executive Directors, if any, and key executives and to review for changes to the policy, as may be necessary for alignment with the business strategy and long-term objectives of the Group.
2. Review and recommend the entire individual remuneration packages for each of the Executive Directors (if any), the Chief Executive Officer and, as appropriate, other Senior Management, including: the terms of employment or contract of employment/service; any benefit, pension or incentive scheme entitlement; any other bonuses, fees and expenses; and any compensation payable on the termination of the service contract by the Company and/or the Group.

3. Review and recommend to the Board regarding any proposed new share issuance scheme, share grant scheme and/or amendments to the existing scheme.
4. Review and recommend to the Board for approval, the granting of share options to the Group's Executives (particularly Directors) under any share issuance scheme, share grant scheme and to consider matters arising from implementation of share issuance scheme.
5. Any other function as may be required by the Board from time to time.