



THMY Holdings Bhd.
Quality & Efficiency

Terms Of Reference Of Remuneration Committee

1. Objectives

In accordance with the Malaysian Code on Corporate Governance 2021 issued by the Securities Commission Malaysia ("**MCCG**"), the Remuneration Committee ("**RC**" or "**Committee**") is set up to provide recommendations to the Board of Directors of THMY Holdings Berhad ("**Board**") ("**Company**") on the remuneration of Directors (both executive and non-executive) ("**Director(s)**") and Senior Management ("**Senior Management**") of the Company and its subsidiary(ies) ("**Group**") in all its forms such that the remuneration is structured to link rewards to corporate and individual performance.

The Directors should play no part in decisions on their own remuneration while the remuneration of the non-executive Directors should be a matter for the Board as a whole to determine. The individuals concerned should abstain from discussion of and voting on their own remuneration. Directors who are shareholders and controlling shareholders with a nominee or connected director on the Board should also abstain from voting on the resolution to approve Directors' fees at the general meeting.

2. Composition

The RC shall consist wholly of non-executive Directors, the majority of whom are independent directors, and shall be appointed by the Board. The Committee shall comprise no fewer than 3 members. The appointment of a Committee member shall automatically be terminated if the member ceases for any cause to be a Director, or as determined by the Board.

The members of the RC shall elect a chairman from amongst any of its members who shall be an independent non-executive Director ("**Chairman**"). In the absence of the Chairman, the members present shall elect one of their members who is independent to chair the meeting.

No alternate Director shall be appointed as a member of the RC.

3. Secretary to the RC

The Company Secretary of the Board ("**Company Secretary**") shall be the secretary of the Committee or in his or her absence, another person authorised by the Chairman. The secretary shall be responsible for drawing up the agenda and the notice of meeting in consultation with the Chairman together with supporting explanatory documentation to members of Committee at least seven (7) days prior to each meeting.

4. Meetings

The RC shall meet at least once a year, or more frequently as deemed necessary by the Chairman. The Chairman will highlight any major issues and any items requiring resolution by the Board.

In addition, the Chairman shall convene a meeting of the Committee upon request by any

Committee member, member of the Board, the management or internal or external auditors, to consider any matters within the scope and responsibilities of the Committee.

Any member of the RC can attend the RC meeting either in person or by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting in which event such member shall be deemed to be present at the meeting and shall be entitled to vote or be considered part of the quorum as appropriate.

5. Reporting Procedures

The secretary of the Committee shall be responsible for keeping the minutes of the meeting of the Committee and making it available to all members of the Board upon request. The Committee, through its Chairman, shall report to the Board at the next Board meeting after each Committee meeting and where appropriate, make the necessary recommendations to the Board.

6. Circular Resolution

A resolution in writing signed by a majority of the RC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted.

Any such resolution may consist of several documents in like form each signed by one (1) or more RC members. Any such document may be accepted as sufficiently signed by a RC member if transmitted to the Company in any written form by letter, facsimile, electronic mail or other forms of electronic and digital communications to include a signature of a RC member. All such resolutions shall be described as "Remuneration Committee Members' Resolution in Writing" and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary in the minutes book.

7. Meeting Procedures

The Committee shall regulate its own procedures, in particular:

- (a) The calling of meetings;
- (b) The notice to be given to such meetings;
- (c) The voting and proceedings of such meetings;
- (d) The keeping of minutes; and
- (e) The custody, production and inspection of such minutes.

8. Quorum

The quorum for any meetings shall be two (2) members, who are independent non-executive Directors, either present in person or by way of telephone and video conferencing or by means of other communication equipment whereby all persons participating in the meeting are able to hear each other and be heard for the entire duration of the meeting.

9. Attendance by Invitation

Other Directors, Senior Management and employees may attend any particular meeting only at the Committee's invitation.

10. Authority of the RC

The Committee in performing its duties shall in accordance with a procedure to be determined by the Board and at the cost and expense of the Company, where necessary:

- (a) Have the resources which are required to perform its duties;
- (b) Have full and unrestricted access to any information, documents and employees of the Group;
- (c) Be able to obtain independent professional advice; and
- (d) Be able to secure the attendance of external advisers and shall have the discretion to decide who else other than its own members to attend meetings, if it thinks fit.

11. Duties and responsibilities

- (a) To assist the Board to ensure that the remuneration policy put in place is fair and implemented through a transparent process.
- (b) To review changes to the remuneration policy, as necessary.
- (c) To recommend to the Board the appropriate remuneration packages for the Directors (both executive and non-executive), Senior Management and/or any other persons as the Committee is designated to consider by the Board.
- (d) To review and recommend a reward system for executive directors and Senior Management based on their performance against the Group's results. The following factors shall be taken into consideration in determining the quantum of remuneration:
 - i. Complexity and nature of job scope;
 - ii. Skills, experience and scope of responsibilities;

- iii. Performance and conduct during the period of assessment; and
- iv. Overall contribution to the Group's strategy, operation and results.
- (e) To ensure that the Group's remuneration policy promote long-term value creation, sustainability, and alignment with the its strategic objectives.
- (f) To ensure that all necessary actions are taken expediently by the Board to offer appropriate rewards, benefits, compensation and remuneration for the Group to attract and retain the individual executive Directors, non-executive Directors and Senior Management.
- (g) To recommend the remuneration packages of non-executive Directors, including non-executive chairman, to the Board, subject always to approval by the shareholders in general meeting. The individuals concerned should abstain from discussion of their own remuneration.
- (h) To recommend to the Board the appointment of the services of such advisers or consultants as it deems necessary to fulfil its responsibilities.
- (i) To ensure that the disclosure requirements pertaining to Directors' remuneration are being complied with the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and MCCG.
- (j) To carry out other responsibilities, functions or assignments as may be assigned by the Board from time to time.

12. Review

The terms of reference will be subject to review from time to time by the Committee and any amendments are to be approved by the Board before becoming effective.

13. Confidentiality

Members of the Committee shall maintain strict confidentiality regarding discussions, deliberations, and decisions made during Committee meetings.

14. Interpretation

In case of any ambiguity or interpretation issue regarding this terms of reference, the decision of the Board shall be final.

15. Approval

This terms of reference is adopted by the Board on 14 February 2025.