

**MATRIX CONCEPTS HOLDINGS BERHAD**  
**(414615-U)**

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**TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

**MEMBERSHIP**

1. The Remuneration Committee shall be appointed by the Board from amongst their members and shall consist of at least three (3) members, all of whom must be Non-Executive Directors with a majority of them must be Independent Directors.
2. The members of the Remuneration Committee shall elect a Chairman from amongst their members who shall be an Independent Director.
3. In the event of any vacancy in the Committee resulting in the number of members being reduced to below three (3), the Board shall, within 3 months fill the vacancy.
4. The Board shall have the discretion as it deems fit to rescind and/or revoke the appointment of any person(s) in the Committee.

**SECRETARY**

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

**ROLES AND RESPONSIBILITIES**

1. To review and recommend the remuneration packages of the Executive Directors in all its terms, drawing from outside advice whenever necessary prior to making the relevant recommendations to the Board such that the levels of remuneration are sufficient to attract and retain the directors needed to run the Company successfully.
2. The determination of remuneration package of non-executive directors should be a matter of the Board as a whole.

## **MEETINGS**

1. Meetings shall be held at least once (1) a year.
2. The quorum for each meeting shall be two (2) members present and a majority must be Independent Directors. Two (2) members present in person or through tele-conferencing, video conferencing or other electronic media allowing for contemporaneous presence of the members shall form a quorum.
3. Other Board members and senior management may also attend the meetings upon the invitation of the Remuneration Committee only to elaborate on relevant matters.
4. Where necessary and appropriate, any decision of the Committee can be made by a majority of the members via a Circular Resolution.