

# **CEPATWAWASAN GROUP BERHAD**

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

### **1. Members**

The Committee shall be appointed by the Board of Directors and shall consist wholly or mainly non-executive directors.

### **2. Chairman**

The Chairman shall be elected by the Committee from among their members.

### **3. Function**

The Committee shall recommend to the board, the remuneration packages of Executive Chairman, Managing Directors and executive directors of the Company in all its forms, drawing from outside advice as necessary.

The remuneration packages of non-executive directors should be determined by the Board of Directors as a whole subject to the shareholders' approval.

### **4. Structures and Procedures**

The Committee should meet regularly, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The quorum shall be 2 members of non-executive directors.

The Committee should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the Committee is firmly in its hands.

### **5. Access to Advice**

The Committee shall have access to independent professional advice on remuneration matters both within the Group and from external professionals at the Company's expense.