

CEPATWAWASAN GROUP BERHAD

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

1. Members

The Remuneration 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 Remuneration Committee from among their members.

3. Function

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

5. Access to Advice

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