



WENTEL ENGINEERING HOLDINGS BERHAD
and its subsidiaries
[The “Group”]

M009
Term of Reference – Remuneration Committee

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1. COMPOSITION

The composition of the Remuneration Committee (“RC” or “Committee”) of Wentel Engineering Holdings Berhad (“WEHB” or “the Company”) shall be appointed by the Board of Directors of the Company (“Board”) from among its members and shall comprise exclusively of Non-Executive Directors and a majority of whom must be Independent Non-Executive Directors. No alternate director shall be appointed as a member of the Committee.

The Board may from time to time and at its absolute discretion, revise the composition, roles, and responsibilities of the RC.

2. CHAIRMAN

The Committee shall elect a chairman from amongst its members (“Chairman”) who shall be an Independent Non-Executive Director and the elected Chairman of the Committee shall be approved by the Board.

All members of the RC, including the Chairman, shall hold office only for so long as they serve as Director of the Company. Members of the RC may relinquish their membership in the RC with prior written notice to the Board.

In the event that the elected Chairman is not able to attend the Committee meeting, a member of the Committee shall be nominated as chairman of the meeting.

3. MEETINGS

i. Meetings

The Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, at least once a year or more frequently as deemed necessary. The Chairman may call for additional meetings at any time at his discretion.

In the event any issues requiring the Committee’s decision arise between meetings, such issues shall be resolved through written resolution of the Committee. Such written resolution shall be deemed valid and effectual if it is signed or approved by letter, facsimile or any electronic means by a majority of the members of the Committee.

For the Committee’s meetings (except in the case of an emergency), reasonable notice shall be given in writing to all the members of the Committee.

The members of the Committee may participate in the meeting by means of conference telephone, conference videophone or any other audio visual or other communications equipment by means of which allows all persons participating in

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the meeting to hear and speak with each other. Such participation in a meeting shall constitute presence in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

Other Board members and senior management may be invited to attend the Committee meetings.

Executive Directors should not be involved in the decision making process relating to their own remuneration.

ii. Quorum

A minimum of two (2) members present shall form the quorum.

iii. Secretary of the Committee

The Company Secretary(ies) shall be the secretary of the Committee. The Secretary(ies) shall issue and circulate the notice and minutes of the Committee to all members of the Committee.

iv. Minutes of the Committee Meeting

Every meeting of the Committee shall be minuted either by the Company Secretary(ies) or Assistant Company Secretary or any other person approved by the Committee and such minutes shall be confirmed by the Committee at the next succeeding Committee meeting.

The Minutes of each meeting signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting and shall be evidence of the proceedings that the meeting was duly convened and held.

Minutes of each meeting shall be kept at the registered office and distributed to each member of the RC and also to the other members of the Board.

4. FUNCTIONS OF THE COMMITTEE

The Committee is responsible for the following functions:

- i. Reviewing and recommending appropriate remuneration packages for all Directors, with or without professional advice.
- ii. Reviewing and recommending fees and benefits payable to the Directors.
- iii. Assisting the Board in formulating policies and guidelines for the composition of various components of remuneration such as basic salary, bonus, and other benefits for Directors and senior management.

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- iv. Ensuring that remuneration packages and benefits for Directors and senior management align with the Company's business strategies, long-term objectives, and remuneration policy, as well as comply with all laws, rules, regulations, and guidelines set by relevant authorities and the Board.
- v. Developing and administering a fair and transparent procedure for setting policy on the remuneration of Directors and senior management, which considers the demands, complexities, and performance of the Company, as well as the skills and experience required.
- vi. Implementing the Board's remuneration policy and procedures in a transparent process, including reviewing and recommending matters related to the remuneration of the Board and senior management.
- vii. Ensuring that the level of remuneration packages is fair and appropriate according to the industry, general market sentiments, or conditions, and the Company's operating results, as well as the Director or senior management's merit, qualification, competence, and individual performance.
- viii. Ensuring that appropriate rewards, benefits, compensation, and remuneration are offered to retain Directors, and structuring remuneration packages to link rewards to individual performance.
- ix. Carrying out any other functions delegated by the Board that would benefit the Company and ensure the effective discharge of the Committee's duties and responsibilities.

5. ADVISER

The Committee is authorised by the Board to seek appropriate professional advice inside and outside the Company as and when it considers this necessary at the expense of the Company.

6. REPORTING RESPONSIBILITIES

- i. The Chairman shall report to the Board on its proceedings after each meeting on all matters within the scope of its duties and responsibilities.
- ii. The Committee shall make whatever recommendations to the Board it deems appropriate, on any area within its terms of reference and/or where action or improvement is needed.
- iii. The Committee shall report to the Board on its activities, based on these Terms of Reference.

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7. GENERAL MEETINGS

The Chairman of the Committee shall attend the general meetings of the Company to respond to any queries or concerns regarding the Committee's functions and responsibilities and provide updates on its activities.

8. REVIEW OF THE TERMS OF REFERENCE

The Committee is responsible for periodically reviewing the Terms of Reference and recommending any necessary changes to ensure their continued relevance and viability. Such changes may be necessary in response to updates to the Malaysian Code on Corporate Governance, ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, or other regulatory requirements. The Terms of Reference should also be reviewed and updated if there are changes to the Company's direction or strategies that could impact the Committee's role and ability to meet its objectives. Any recommended changes will be submitted to the Board for approval. The Terms of Reference of the RC must be made available on the Company's website.

This Terms of Reference (Version No. 1) was reviewed and adopted by the Board of the Company on 22 June 2023.