

AVILLION BERHAD
[Registration No. 199201013018 (244521-A)]
(Incorporated in Malaysia)

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

Definitions:

“Act”	:	Companies Act 2016
“Board” or “Directors”	:	The Directors for the time being of the Company or such number of them as have authority to act for the Company.
“Bursa”	:	Bursa Malaysia Securities Berhad
“Committee”	:	The Remuneration Committee of the Company.
“Company”	:	Avillion Berhad
“CEO”	:	The principal executive officer of the Company for the time being, by whatever name called, and whether or not he or she is a Director.
“Code”	:	Malaysian Code on Corporate Governance and as amended from time to time.
“Group”	:	The Company and its subsidiaries.
“LR”	:	Bursa Main Market Listing Requirements including any relevant practice and/or guidance notes, directives, guidelines issued pursuant thereto and any amendment, modification, supplemental to the listing requirements that may be made from time to time.
“Company Secretary” or “Secretaries”	:	Any person or persons jointly appointed to perform the duties of a secretary of the Company including any person(s) appointed temporarily and any representative of the secretary.

1. Objectives

The principal objectives of the Committee are as follows:-

Assist the Board in adopting a transparent policy on remuneration of Directors and ensuring the suitability of the remuneration packages of Directors.

The Committee shall also perform such other functions assigned by the Board.

2. Composition

The Board shall elect the Committee members from amongst themselves and it must be composed of no fewer than two (2) members consisting wholly of Non-Executive Directors, a majority of whom are independent.

The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every three (3) years to determine whether its members have carried out their duties in accordance with their terms of reference.

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

Retirement and Resignation

In the event of any vacancy which results in the number of members being reduced to below two (2), the vacancy shall be filled within three (3) months thereof. Therefore, a member of the Committee who wishes to retire or resign should provide sufficient written notice to the Company so that a replacement may be appointed before he leaves.

3. Chairman

The Chairman of the Committee shall be elected from amongst the Committee members whom shall be an Independent Non-Executive Director identified by the Board.

In the absence of the Chairman, the members can elect from amongst themselves the Chairman for the Committee meeting.

4. Secretary

The Secretariat of the Committee shall be the Company Secretary of the Company and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it prior to each meeting.

5. 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 the Chairman's discretion.

The Secretary shall on the requisition of the members of the Committee, summon a meeting of the Committee and except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

Other Board members and/or employees may attend the Committee meeting upon invitation of the Committee.

Members of the Committee may participate in a meeting by means of conference telephone, conference videotape or any similar or other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

Other Directors and employees may attend any particular Committee meeting only at the Committee's invitation, specific to the relevant meeting.

6. Minutes

Minutes of each meeting shall be kept at the registered office and distributed to each member of the Committee and also to the other members of the Board. The Committee Chairman shall report on the proceedings of each meeting to the Board.

The minutes of the Committee meeting shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

The Committee members may inspect the minutes of the Committee at the Registered Office or such other place as may be determined by the Committee.

The Company Secretary shall circulate the minutes of the Committee to all members of the Board.

7. Quorum

A quorum shall consist of two (2) members and the majority present must be Independent Directors.

8. Circular Resolution

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

Any such resolution may consist of several documents in like form each signed by two (2) or more Committee members. Any such document may be accepted as sufficiently signed by a Committee member if transmitted to the Company by telex, telegram, cable, facsimile or other electrical or digital written message to include a signature of a Committee member.

9. Reporting

The Committee shall report to the Board, either formally in writing, or verbally, as it considers appropriate on the matters within its terms of reference at least once a year, but more frequently if it so wishes.

The Committee shall report to the Board on any specific matters referred to it by the Board.

10. Authority

The Committee shall, be authorized to:

- (i) Seek any information it requires from any employee of the Company in order to perform its duties;
- (ii) Obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference; and
- (iii) Call any employee to be questioned at a meeting of the Committee as and when required.

11. Responsibilities and Duties

The responsibilities and duties of the Committee are as follows:

- (i) Support the Board in actively overseeing the design and operation of the Company's remuneration system;
- (ii) Review and recommend to the Board on the remuneration of non-executive Directors, particularly on whether the remuneration remains appropriate to each Director's contribution, by taking into account the level of expertise, commitment and responsibilities undertaken;
- (iii) Review and recommend to the Board on the total individual remuneration package for Executive Directors and senior management personnel including, where appropriate, bonuses and incentive payments within the terms of the agreed remuneration policy and based on individual performance;
- (iv) A formal independent review of the Directors' remuneration is undertaken no less frequently than once every three (3) years.

- (v) Oversee the qualitative and quantitative disclosures of remuneration made in the annual report and notice to general meetings; and
- (vi) Provide clarification to shareholders during general meetings on matters pertaining to remuneration of Directors and senior management as well as the overall remuneration framework of the Company.

12. Elected Members

For information on the current members of the Committee, please refer to the **Our Company** section, under “**Corporate Governance**” on the Company’s corporate website at www.avillionberhad.com.