

MUDA HOLDINGS BERHAD

TERMS OF REFERENCE OF REMUNERATION COMMITTEE

W.E.F. 26.8.2025

A	Members	Dato' Tan Tian Meng (CHAIRMAN) (Independent Non-Executive Director) Mr Wong Choong Yee (Senior Independent Non-Executive Director) Dato' Hazli Bin Ibrahim ((Independent Non-Executive Director)
B	Membership	<ol style="list-style-type: none"> 1. The Committee shall have at least three (3) members consisting of non-executive directors and a majority of them must be Independent Directors. 2. The Chairman shall be an Independent Director and not the Chairman of the Board.
C	Functions	<ol style="list-style-type: none"> 1. To review and recommend to the Board of Directors the remuneration packages of Executive Directors and senior management, considering the demands, complexities and performance of the Company as well as skills and experience required. 2. To assist the Board in developing and administer a fair and transparent procedure for setting policy on remuneration of directors and senior management to ensure that remuneration packages are determined based on the directors' and senior management's merit, qualification and competence, having regard to the Company's operating results, individual performance and comparable market statistics. If relevant, to establish linkages between Board or senior management's remuneration with the Company's sustainability key performance indicators and targets. 3. To recommend to the Board of Directors after reviewing management's proposals:- <ol style="list-style-type: none"> a. overall annual salary increments guidelines/limits of all non-unionized staff; b. annual bonus limits/guidelines; c. ex-gratia payment for unionized staff; and d. remuneration, benefits and other terms and conditions of employment, which have to be introduced as part of the Group's overall human resource development plan. This would include matters such as pegging the Group salaries in line with industry standards and major changes in benefits package.
D	Meetings and Procedures	<ol style="list-style-type: none"> 1. Meetings are to be held as and when necessary. 2. The quorum for each meeting shall be two (2) members. 3. The Remuneration Committee shall decide on its own procedures and administrative arrangements. 4. The Executive Director shall attend and make representations at meetings, whenever business is not related to Executive Directors' remuneration. 5. Minutes of each meeting shall be kept by the Company Secretary as evidence that the Remuneration Committee has discharged its function. 6. The Chairman of the Remuneration Committee will report to the Board after each Remuneration Committee Meeting.