



KUMPULAN JETSON BERHAD

(Company No. 34134-H)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. COMPOSITION

The members of the Remuneration Committee (“Committee”) shall be appointed by the Board of Directors of Kumpulan Jetson Berhad (“Company”) and shall comprise not less than two (2) members.

All members of the Committee must be Non-Executive Director and a majority of them must be Independent Directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company shall at its best endeavor to fill the vacancy within three (3) months.

The Chairman of the Committee shall be an Independent and Non-Executive Director and elected by the members of the Committee amongst their numbers.

2. SECRETARY

The Company Secretary will act as Secretary to the Committee, unless otherwise determined by the Committee.

3. MEETINGS

- i) The Committee shall meet at least once a year, or as frequently as circumstances dictate.
- ii) The meeting of the Committee should be transparent, with all proceedings recorded and actions documented.
- iii) The Committee will report to the Board with respect to its meetings.
- iv) The quorum shall be at least two (2) members.
- v) In the event of the equality of the votes for the Committee, the Chairman shall have casting votes.

- vi) If no Chairman is elected for the Committee or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one (1) among themselves to be the Chairman of the meeting.

4. DUTIES AND RESPONSIBILITIES

The following are the main duties and responsibilities of the Committee:

- i) To review the remuneration of the Non-Executive Directors and the terms and conditions of employment & remuneration of Executive Directors and Senior Management of the Group based on the Directors and Senior Management Remuneration Policy.
- ii) To review the fees for Directors by taking into account of fee levels and trends for similar positions in the market and time commitment required from the Director.
- iii) To formulate the remuneration policies in respect of the Directors and Senior Management.

5. AUTHORITY

- i) The Committee is authorised to seek any information it requires from any employee of the Group in order to perform his/her duties and all employees are directed to co-operate with any request made by the Committee.
- ii) The Committee is authorised to take independent professional advice as it considers necessary at the Company's expense.
- iii) The Committee is obliged to report its recommendation to the Board for its consideration and implementation.
- iv) The Executive Directors shall abstain from the deliberations and voting on decisions in respect of their own remuneration.
- v) The remuneration and entitlements of the Non-Executive Directors shall be a matter to be decided by the Board as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his individual remuneration.
- vi) The determination of remuneration package of Non-Executive Directors shall be a matter of the Board as a whole.

6. CIRCULAR RESOLUTION IN WRITING OF THE COMMITTEE

A resolution in writing signed by a majority of members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted. All such resolutions shall be described as “Circular Resolution in Writing of the Remuneration Committee” and shall be forwarded or otherwise delivered to the Company Secretary without delay and shall be recorded by the Company Secretary. Any such resolution may consist of several documents in like form, each signed by one (1) or more of the members of the Committee. The expressions “in writing” and “signed” include approval by legible confirmed transmission by telefax, telex, cable or telegram, or other forms of electronic means.