

THETA EDGE BERHAD (Co No. 260002-W)

REMUNERATION COMMITTEE (“RC”)

TERMS OF REFERENCE

The RC comprising of three (3) Non-Executive Directors, majority of whom are Independent, has the primary responsibility to provide assistance to the Board in determining, reviewing and developing a remuneration policy and reward system for the Board, Board Committees, Senior Management and other strategic positions as may be determined by the Board. The remuneration package links rewards to corporate and individual performance. A remuneration policy is presently in place to ensure the levels of remuneration are sufficiently attractive to retain Directors and Key Senior Management.

Chairman and Membership

1. The members of the RC shall elect a Chairman from amongst their number to be Chairman of the RC.
2. The term of office of each member of the RC shall be one year and is subject to re-appointment thereafter at the discretion of the Board.
3. The Board shall ensure that any vacancy in the RC is filled within three months of such vacancy arising.
4. The appointment of a committee member automatically terminates when the member ceases to be a director.

Secretary

The Company Secretary is the Secretary to the RC.

Meetings

1. The RC shall meet at least once a year and may invite other Board members, officers of the Company, employees and any other external parties to attend meetings or part thereof as and when necessary. The RC through its Chairman shall report to the Board at the next Board of Directors' Meeting after each meeting. The members may participate in a meeting by means of conference telephone, conference videophone or any similar or other communications equipment by means of which all person participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at such meeting.

In order to form a quorum, the quorum for meeting shall be at least two (2) members. Questions arising at any meeting of the RC shall be decided by a

majority of votes of the members present. In the case of equality of votes, the Chairman of RC shall not have a second or casting vote.

Terms of Reference

1. To review and recommend to the Board the remuneration package for Executive and Non-Executive Directors and assists the Board in ensuring that the remuneration of the Executive and Non-Executive Directors commensurate with the responsibilities and duties undertaken by the Board members.
2. To review and recommend to the Board the increment for the Group's employees and the salary review/increment/adjustment of Senior Management and other strategic positions as may be determined by the Board.
3. The Board as a whole determines the remuneration of each Director. Directors do not participate in decision regarding their own remuneration package.
4. Directors who are shareholders shall abstain from voting at Annual General Meeting/Meeting of Members to approve their fees.
5. To review the Remuneration Policy on a periodic basis to assess its effectiveness and relevancy, in line with current market practices and requirements. Any amendments or changes to the Remuneration Policy shall be recommended to the Board of Directors for approval.
6. The recommendation of remuneration packages for Directors, key Senior Management and other strategic position as may be determined by the Board would :-
 - be based on an objective consideration and approved by the majority of the Board;
 - take due consideration of the assessments of the Nominating Committee of the effectiveness and contribution of the Directors, key Senior Management and other strategic positions as may be determined by the Board; and
 - be competitive and is consistent with the Company's culture, objective and strategy of the Group.
7. To recommend the engagement of external professional advisors to assist and/or advise the RC on remuneration matters, where necessary.

Circular Resolution

A resolution in writing signed by a majority of the RC members for the time being shall be as valid and effectual as if it had been passed at a meeting of the RC duly called and constituted. Any such resolution may consist of several documents in like form signed by one or more RC members. Any such document may be accepted as sufficiently signed by a RC member if transmitted to the Company by facsimile or other form of electronic, electrical or digital written message to include the signature of the RC member.

This terms of reference is dated 14 March 2019.