

TERMS OF REFERENCE OF REMUNERATION COMMITTEE
(Adopted on 1 January 2022)

1. Objective

The Remuneration Committee (“**the Committee**”) is to assist the Board of Directors (“**Board**”) in their responsibilities in assessing the remuneration packages of the executive directors and the senior management team.

The senior management team defined as

- i. Chief Executive Officer (“**CEO**”) and other members of the C-suite (for example: Chief Financial Officer, Chief Operating Officer, etc.); and
- ii. individuals direct reporting to the Group Managing Director and CEO,

who hold the highest level of management responsibility and decision-making authority encompassing the day-to-day operations as well as the strategic direction of the Company.

2. Composition of members

The Board shall elect the Committee members from amongst themselves, composed exclusively non-executive directors, and a majority of them must be independent directors. The appointment of a Committee member terminates when a member ceases to be a director.

3. Chairman

The Chairman of the Committee shall be elected from amongst the Committee members. The Chairman of the Committee shall be approved by the Board.

4. Secretary

The Secretary of the Committee shall be the Company Secretary of the Company.

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 except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.

JF TECHNOLOGY BERHAD
[Registration No. 200601027925 (747681-H)]
(Incorporated in Malaysia)

(Terms of reference of Remuneration Committee – cont'd)

The meeting of the Committee shall normally be conducted face-to-face to enable effective and efficient discussion, however in certain circumstances may participate in a meeting by tele-conference or video conference or other appropriate means as determined by the Committee. A person so participating in a meeting in the manner aforesaid is deemed to be present in person at the meeting and shall be counted in quorum accordingly.

In the absence of the Chairman, the members can elect from amongst themselves as the Chairman for the Meeting.

6. Quorum

A quorum shall consist of at least two (2) members.

7. Circular Resolutions

A resolution in writing signed by a majority of the Committee members for the time being not being less than two (2) Committee members 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 one (1) or more Committee members. Any such document, may be accepted as sufficiently signed by a Committee member if transmitted to the Company by email, facsimile or other electrical or digital written message purporting to include a signature of a Committee member.

8. Authority

The Committee shall, in accordance with a formal and transparent procedure or process or policy on directors' and the senior management team's remuneration packages to be determined and established by the Board and at the expense of the Company,

- (a) review, assess and recommend to the Board the remuneration packages of the directors and the senior management team in all forms, with other independent professional advice or outside advice as necessary.
- (b) be entitled to the services of a company secretary who must ensure that all decisions made on the remuneration packages of the directors and the senior management team be properly recorded and minuted in the minutes book.

(Terms of reference of Remuneration Committee – cont'd)

9. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows: -

- (a) To review and assess the remuneration packages of the executive directors in all forms, with or without other independent professional advice or other outside advice.
- (b) To assess the remuneration package of the senior management team upon the review and recommendation from the Executive Directors.
- (c) To implement the policies and procedures on remuneration including reviewing and recommending matters relating to the remuneration of the Board and the senior management team.
- (d) To ensure the levels of remuneration be sufficiently attractive and be able to retain and motivate directors and the senior management team needed to run the Company successfully.
- (e) To structure the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board and the senior management team level at a particular time.
- (f) To recommend to the Board the remuneration packages of the executive directors and the senior management team.
- (g) To act in line with the business strategy and long-term objectives of the Company; and
- (h) To consider and examine such other matters as the Committee considers appropriate.