

**WELLCALL HOLDINGS BERHAD (“THE COMPANY”)
(COMPANY NO: 707346-W)
REMUNERATION COMMITTEE
TERMS OF REFERENCE**

1. MEMBERSHIP

The Remuneration Committee shall be appointed by the Board from amongst the Directors of the Company and shall consist of not less than three (3) members of whom the majority shall be Independent Non- Executive Directors.

If the number of members of the Remuneration Committee is reduced to below three (3) for any reason, the Board shall within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

2. QUORUM

A quorum of two (2) members and at least one (1) member present shall be an Independent Non-Executive Director.

3. CHAIRMAN

The members of the Remuneration Committee shall elect a Chairman from among their number who shall be an Independent Non-Executive Director.

4. MEETINGS

Meeting shall be held at least once a year. Additional meetings may be called at any time at the discretion of the Chairman of the Remuneration Committee.

The Remuneration Committee may invite any other Directors, management and staff to be in attendance during the meetings to assist in its deliberation.

Meetings of the Remuneration Committee shall be governed by the provisions of the Company’s Articles of Association relating to Board meetings except in so far as the same are not amended in these terms of reference.

Minutes of each Remuneration Committee meeting shall be kept and distributed to all Remuneration Committee members. The minutes of the Remuneration Committee meeting shall be presented at the Board meeting and the Chairman of Remuneration Committee shall report on each Remuneration Committee meeting to the Board.

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

5. OBJECTIVES

- (a) Primary responsible for recommending to the Board the policy and framework for Directors' remuneration including the remuneration and terms of service of the Executive Directors in all its forms, drawing from outside advice, if necessary.
- (b) The determination of remuneration of the Executive and Non-Executive Directors shall be a matter to be determined by the Board as a whole after taking into consideration the Remuneration Committee's recommendations.

6. DUTIES AND RESPONSIBILITIES

The Remuneration Committee is responsible for:-

- (a) Recommending a framework of remuneration for Directors, Managing Director and key senior management officers for the Board's approval. There should be a balance in determining the remuneration package, which should be sufficient to attract and retain Directors of calibre, and yet not excessive. The framework should cover all aspects of remuneration including Director's fee, salaries, allowance, bonuses, options and benefit-in-kind.
- (b) Recommending specific remuneration packages for Executive Directors and the Managing Director. The remuneration package should be structured such that it is competitive. Salary scales drawn up should be within the scope of the general business policy and not be dependent on short-term performance to avoid incentives for excessive risk-taking. As for Non-Executive Directors and Independent Directors, the level of remuneration should be linked to their level of responsibilities undertaken and contribution to the effective functioning of the Board.
- (c) To ensure the establishment of a formal and transparent procedure for developing policies, strategies and framework for the remuneration of Executive Directors, management and staff.
- (d) To perform any other functions as defined by the Board.

7. AUTHORITY

- (a) The Remuneration Committee is authorised by the Board to investigate any matter under its terms of reference, to obtain the resources which it needs, and to have full and unrestricted access to information to enable the Remuneration Committee to fulfil its objectives.
- (b) The Remuneration Committee is authorised by the Board to seek appropriate professional advice as and when necessary or engage consultants at the Company's expense to aid the Remuneration Committee in the discharge of its duties.