



**MYTECH GROUP BERHAD**  
**(formerly known as Widetech (Malaysia) Berhad)**

[Company No: 198401001418 (113939-U)]

## **TERMS OF REFERENCE OF REMUNERATION COMMITTEE**

### **OBJECTIVE**

The objective of the Remuneration Committee of MyTech Group Berhad (formerly known as Widetech (Malaysia) Berhad) ("**MyTech**" or "**Company**") is to set the policy framework to implement its policy and procedures, and to make recommendations to the Board on all elements of the remuneration, terms of employment, reward structure and fringe benefits for Managing Directors, Executive Directors, the Chief Executive Officers and other senior management positions with the aim to attract, retain and motivate individuals of the highest quality.

Executive Directors shall abstain from the deliberations and voting on decisions in respect of their respective remuneration package.

The remuneration and entitlements of the Non-Executive Directors shall be a matter to be decided by the Board of Directors as a whole with the Director concerned abstaining from deliberations and voting on decisions in respect of his individual remuneration.

The Board has remuneration policies and procedures ("**Remuneration Policy and Procedures**") to determine the remuneration of Directors and senior management, which takes into account the demands, complexities and performance of the Company, individual's merit, qualification, competence, skills, experience, individual performance, level of responsibilities and comparable market statistics.

The Remuneration Policy and Procedures should appropriately reflect the different roles and responsibilities of Non-Executive Directors, Executive Directors and senior management. The Remuneration Policy and Procedures are periodically reviewed and made available on the Company's website.

The Remuneration Committee shall assist the Board to implement the Remuneration Policies and Procedures including reviewing and recommending matters relating to the remuneration of the Board and senior management.

### **COMPOSITION**

The Remuneration Committee shall be appointed by the Directors from among themselves via a Director's resolution and shall compose of wholly Non-Executive Directors, majority Independent Directors.

The members of the Remuneration Committee shall elect a Chairman from among themselves who is an Independent Non-Executive Director of MyTech. All members of the Remuneration Committee, including the Chairman, will hold office only so long as they serve as Directors of MyTech.

The Chairman of the Board should not be a member of the Remuneration Committee.

## **TERMS OF REFERENCE**

### **Authority**

In carrying out its duties and responsibilities, the Remuneration Committee will in principle have access to MyTech's records, properties and personnel. The Remuneration Committee may obtain independent professional advice and any other information necessary on the appropriateness of remuneration framework and other employment conditions if required.

The Remuneration Committee will review the compensation of Executive Directors, the Managing Director and recommend appropriate adjustments to the Board of Directors for their approval.

### **Duties and Responsibilities**

The following are the main duties and responsibilities of the Remuneration Committee collectively. These are not exhaustive and can be augmented if necessary by Board's approval:-

1. To recommend to and advise the Board of Directors the remuneration and terms of conditions (and where appropriate, severance payments) of the Executive Directors.
2. To establish a formal and transparent procedure for developing policy on remuneration packages of individual directors, taking into consideration the following:-
  - In case of Executive Directors, the component parts of remuneration should be structured so as to link rewards to corporate and individual performance.
  - In the case of Non-Executive Directors, the level of remuneration should reflect the experience and level of responsibility undertaken by the Non-Executive concerned.
3. Where possible, and to allow it to meet its duties, the Remuneration Committee should seek comparative information on remuneration and conditions of service in comparable organisations, within and without sectors of industry.
4. When considering severance payments, the Remuneration Committee should bear in mind that it must represent the public interest and avoid any inappropriate use of public funds. Care should be taken to avoid determining a severance package that public opinion might deem to be excessive.
5. To carry out other responsibilities, functions or assignments as may be defined by the Board from time to time.

### **Meetings**

The Remuneration Committee shall meet at least once a year or as and when required and report to the Board after each meeting.

The Remuneration Committee Meetings shall be chaired by the Chairman of the Remuneration Committee. In the absence of the Chairman of the Remuneration Committee, the members present shall elect from among themselves, a chairman for the Meeting. The Chairman also has the discretion to call for additional meetings at any time.

The quorum for each meeting shall be two (2) members. All recommendations and findings of the Remuneration Committee shall be submitted to the Board of Directors for approval. In the absence of a meeting, any issues shall be resolved through circular resolution.

The Executive Director and/or other appropriate officers may be invited to attend where their presence is considered appropriate as determined by the Remuneration Committee Chairman.

Directors who are shareholders should abstain from voting at general meetings to approve their fees. Similarly, Executive Directors should not be involved in deciding their own remuneration.

## **CIRCULAR RESOLUTION**

A resolution in writing, signed by a majority / all of the Committee members being entitled to received notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

The circular resolution may consist of several documents in like form, each signed by one or more Committee member.

## **REVIEW OF THE TERMS OF REFERENCE**

The Terms of Reference shall be reviewed as and when required or periodically.

All amendments to the Terms of Reference shall be approved by the Board and is made available for reference on the Company's website, [www.mytechgroup.com.my](http://www.mytechgroup.com.my).