



SENTORIA GROUP BERHAD

(Company No. 463344-K)

REMUNERATION COMMITTEE TERMS OF REFERENCE

Approved by the Board on 6 January 2017

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE

1. Members

The Remuneration Committee shall be appointed by the Board of Directors and shall consist of not less than **two (2)** members of which comprising wholly or mainly non-executive directors.

In the event of any vacancy in the Committee resulting in the non-compliance of the above, the Company must fill the vacancy within three (3) months.

The Board of Directors must review the term of office and performance of the Remuneration Committee and each of its members annually to determine whether such Remuneration Committee and members have carried out their duties in accordance with their terms of reference.

2. Chairman

The Chairman shall be elected by the Remuneration Committee from among their members.

3. Functions

The Remuneration Committee shall recommend to the Board, the remuneration of the Executive Directors in all its forms, drawing from outside advice as necessary and the Executive Directors shall play no part in any decisions on their respective remuneration.

Remuneration packages of Non-Executive Directors, including the Non-Executive Chairman, shall be a matter for the executive members of the Board and subject always to shareholders' approval.

In the case of Executive Directors, the remuneration scheme is structured based on corporate and individual performance while Non-Executive Directors are remunerated based on their experiences and the level of responsibilities undertaken by the respective Director concerned.

The level of remuneration is also determined after considering pay range of comparable companies.

4. **Structure and Procedures**

The Remuneration Committee should meet at least once a year, with due notice of issues to be discussed and should record its conclusion in discharging its duties and responsibilities. The Remuneration Committee should disclose the number of committee meetings held in a year and the details of attendance of each individual member in respect of meetings held. The quorum shall be **two (2)** members with majority of non-executive directors.

5. **Access to Advice**

In furtherance to their duties as the Remuneration Committee's members of the Company, there should be an agreed procedure for the members, whether as a full Remuneration Committee or in their individual capacity, to take independent professional advice at the Company's expense, if necessary.